

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171

800-344-8086

**CSC networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 148974 4327828

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : November 8, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 148974-010

EFFECTIVE DATE

*11-7-96*

600002000586--7

CUSTOMER NO: 4327828

CUSTOMER: Ms. Paulette Clark  
ALLEY MAASS ROGERS & LINDSAY,  
P.A.  
321 Royal Poinciana Pl., South  
Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: MY-CY CORP.

EFFECTIVE DATE: *11/7/96*

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

*11-8-96*  
*KR*

FILED  
96 NOV -8 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MY-CY CORP.

EFFECTIVE DATE  
11-7-96

FILED  
95 NOV -3 PM 2:51  
STATE

ARTICLE I - NAME

The name of this corporation is My-Cy Corp.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office of this corporation is 1600 S.E. 17th Street, Suite 404, Fort Lauderdale, FL 33316. The mailing address of the corporation is 3400 S. Ocean Boulevard, B-31, Palm Beach, FL 33480.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

Cyrus Katzen  
3400 S. Ocean Boulevard B-31  
Palm Beach, FL 33480

John Robert Brunner  
6031 Leesburg Pike  
Baileys Crossroads, VA 22041

J. E. Katzen  
6031 Leesburg Pike  
Baileys Crossroads, VA 22041

#### ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator and person signing these Articles is:

Warren D. Hayes, Sr.  
321 Royal Poinciana Plaza  
Palm Beach, FL 33480.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII - AMENDMENT

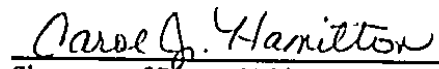
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of November, 1996.

  
Warren D. Hayes, Sr.

STATE OF FLORIDA                     )  
                                                  ) ss:  
COUNTY OF PALM BEACH            )

The foregoing was acknowledged before me this 7th day of November, 1996, by Warren D. Hayes, Sr., who is personally known to me or-has-produced \_\_\_\_\_-as-identification.

  
Signature of Person Taking  
Acknowledgment

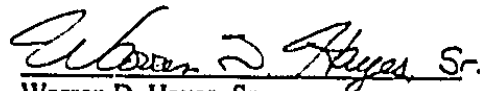


CAROL J. HAMILTON  
MY COMMISSION # CC401494 EXPIRES  
September 3, 1998  
BONDED-THIRTY FIVE THOUSAND DOLLARS  
Fidelity Surety Insurance Company, Inc.

Name typed, printed or stamped  
Title or Rank: \_\_\_\_\_  
Serial Number: \_\_\_\_\_

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for My-Cy Corp. and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.

  
Warren D. Hayes, Sr.

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TALLAHASSEE, FLORIDA