

Alan M. Fisher, P.A.

6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

Telephone:
(305) 279-8700
Fax: (305) 274-5997

Alan M. Fisher, P.A.
Westy Enterprises, Vol.
Barry A. Postman, Esquire

November 27, 1996

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-11/27/96--01085--017
****122.50 ****122.50

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: POSTMAN ASSOCIATES, INC.

Dear Sirs:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation.

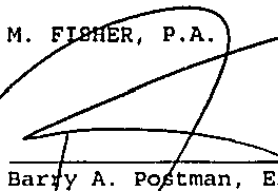
In addition, a check in the amount of \$122.50 is enclosed, which represents the following fees:

Filing Fee.....	\$ 35.00
Certified Copy.....	\$ 52.50
Resident Agent Fee.....	\$ 35.00
TOTAL.....	\$122.50

Please file the original enclosed Articles of Incorporation and a certified copy to the undersigned.

Your prompt attention to this matter will be greatly appreciated.
Very truly yours,

ALAN M. FISHER, P.A.

By: 
Barry A. Postman, Esquire

BAP:pau
Enclosure

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96 NOV 27 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/5

ARTICLES OF INCORPORATION
OF
POSTMAN ASSOCIATES, INC.

The undersigned, acting as incorporation of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The name of the corporation is POSTMAN ASSOCIATES, INC. The principal office and mailing address of the corporation is:

555 N.E. 34th Street
Suite 305
Miami, Florida 33137

II

DURATION

The period of its duration is perpetual.

III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

CAPITAL STOCK

The corporation is authorized to issue 300 shares, all of one class, at \$1.00 par value.

V

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Barry A. Postman, Esquire
6401 Southwest 87th Avenue
Suite 200
Miami, Florida 33173

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VI
INCORPORATOR

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

Barry A. Postman, Esquire
6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

VII
AMENDMENT OF ARTICLES

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.

VIII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver, submitted by the

shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

IX

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors or officers, are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

X

INDEMNITY

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

XI

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

XIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference

telephone or similar communications equipment as provided by law.

XIV

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of November, 1996.

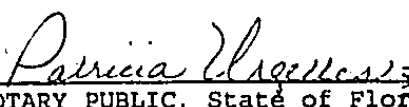

BARRY A. POSTMAN, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, BARRY A. POSTMAN, to me known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of November, 1996.

My Comm. Expires: 12/31/98
PATRICIA URGELLES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC244987
MY COMMISSION EXP. DEC. 8, 1996


NOTARY PUBLIC, State of Florida
at Large

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 6401 S.W. 87th Avenue, Suite 200, Miami, FL 33193, I hereby agree to act in such a capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relevant to keeping open said office.


Barry A. Postman
Registered Agent

Alan M. Fisher, P.A.

FILED
97 MAR -3 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 10, 1997

Barry A. Postman, Esq.
Alan M. Fisher, P.A.
6401 SW 87th Ave., Suite 200
Miami, FL 33173

SUBJECT: POSTMAN ASSOCIATES, INC.
Ref. Number: P96000097709

We have received your document for POSTMAN ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 497A00006864

RESTATED
ARTICLES OF INCORPORATION
OF
POSTMAN ASSOCIATES, INC.

The undersigned, acting as incorporation of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The name of the corporation is POSTMAN ASSOCIATES, INC. The principal office and mailing address of the corporation is:

8613 Pisa Drive
Suite 313
Orlando, Florida 32810

II

DURATION

The period of its duration is perpetual.

III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

V

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent and office of this corporation is as follows:

Richard Postman
8613 Pisa Drive
Suite 313
Orlando, Florida 32810

FILED
97100-3 PM 4:26
MILWAUKEE, FLORIDA

VI
INCORPORATOR

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

Barry A. Postman, Esquire
6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

VII
AMENDMENT OF ARTICLES

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.

VIII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver, submitted by the

shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

IX

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors or officers, are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

X

INDEMNITY

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

XI

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

XIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference

telephone or similar communications equipment as provided by law.

XIV

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23rd day of January, 1997. The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval.

BARRY A. POSTMAN, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, BARRY A. POSTMAN, to me known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of January, 1997.



Patricia Urgelles
NOTARY PUBLIC, State of Florida
at Large

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 8613 Pisa Drive, Suite 313, Orlando, FL 32810, I hereby agree to act in such a capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relevant to keeping open said office.

x Richard Postman
Richard Postman
Registered Agent