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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 185598 4329904

96 DEC 12 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : *Patricia Pujols*

ORDER DATE : December 12, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 185598-005

CUSTOMER NO: 4329904

CUSTOMER: David J. Powers, Esq
BROAD AND CASSEL

900002027259--8

Suite 300
7777 Glades Road
Boca Raton, FL 33434

File First

DOMESTIC FILING

NAME: ISSA ASSOCIATES, INC.

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

STATE OF FLORIDA

96 DEC 12 PM 2:53

RECEIVED

OK
12-12-96

ARTICLES OF INCORPORATION
OF
ISSA ASSOCIATES, INC.

FILED
96 DEC 12 PM 2:53
SECRET
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and address of the initial principal office of this Corporation shall be: Issa Associates, Inc., 1112 Weston Road, Suite 228, Fort Lauderdale, Florida 33326, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 1112 Weston Road, Suite 228, Fort Lauderdale, Florida 33326. The initial registered agent at that address is Jeffrey F. Marchell.

ARTICLE VI

The Corporation shall have four (4) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Francis J. Issa	3900 Bonaventure Boulevard Fort Lauderdale, FL 33332
Fred D. Costello	3900 Bonaventure Boulevard Fort Lauderdale, FL 33332
Donald E. Hempel	3900 Bonaventure Boulevard Fort Lauderdale, FL 33332
Jeffrey F. Marchell	3900 Bonaventure Boulevard Fort Lauderdale, FL 33332

ARTICLE VII

The name and street address of the incorporator is: Jeffrey F. Marchell, 1112 Weston Road, Suite 228, Fort Lauderdale, Florida 33326.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining

the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

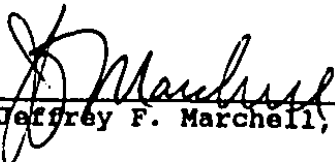
ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11th day of December, 1996.



Jeffrey F. Marchell, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
DEC 12 PM 2:53
CLERK OF THE COURT
JACKSONVILLE, FLORIDA


In compliance with the laws of the State of Florida, the following is submitted:

First - That Issa Associates, Inc., desiring to organize under the laws of the State of Florida, has designated 1112 Weston Road, Suite 228, Fort Lauderdale, Florida 33326 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jeffrey F. Marchell as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 11th day of December, 1996.


Jeffrey F. Marchell, Registered Agent