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REFERENCE : 353941 4331939

AUTHORIZATION : *Patricia Piquero*

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ORDER DATE : May 5, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 353941-005

CUSTOMER NO: 4331939

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CUSTOMER: Diane Wolf, Legal Asst  
GREENBERG TRAUERIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P.A.  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: SBA HOLDINGS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
MAY - 5 1997  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

4

MAY - 5 1997

**ARTICLES OF INCORPORATION  
OF  
SBA HOLDINGS, INC.  
(a Florida corporation)**

FILED  
97 MAR -5 PM 1:04  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation is **SBA HOLDINGS, INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 8751 West Broward Boulevard, Suite 206, Plantation, Florida 33324.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

Steven B. Africk

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is Sheldon Polish, c/o Greenberg Traurig, 515 East Las Olas Boulevard, Suite 1500, Ft. Lauderdale, Florida 33301.

#### **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.


#### **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

#### **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

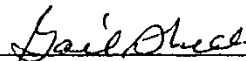
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of SBA HOLDINGS, INC. this 2nd day of May, 1997.



Sheldon Polish  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
SBA HOLDINGS, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of SBA HOLDINGS, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Corporation Service Company  
Registered Agent  
Gail Shelby, as agent

TALLAHASSEE, FLORIDA

97 MAY -5 PM 1:04