

997000050318



ACCOUNT NO. : 072100000032

REFERENCE : 419096 4303929

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 6, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 419096-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

700002204447--B

DOMESTIC FILING

NAME: STRATEGIC CAPITAL VENTURES,  
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: Carina L. Dunlap

EXAMINER'S INITIALS:

4

TALLAHASSEE, FLORIDA  
97 JUN -6 PM 2:28

RECEIVED  
97 JUN -6 PM 12:11  
DIVISION OF CORPORATION

**GREENBERG**  
ATTORNEYS AT LAW  
**TRAURIG**

Leonard J. Adler	C. Deryl Couch	Dianne Greenberg	James P. S. Leahaw	Sheldon S. Polish	Robert H. Traurig
Fernando C. Alonso	Miguel A. De Grandy	Melvin N. Greenberg	Marc S. Levin	Roberto R. Pupo	Peter L. Tunis
Cesar L. Alvarez	Alan T. Dimond	Robert L. Grossman	Oscar Levin	Albert D. Quentel	Brian J. Walsh
Liliana Armas	Trini I. Donato	Barbara A. Hall	Michael P. Levinson	Vivian Pazos Quiroga	Keith Wasserstrom
Daniel H. Aronson	Lucia A. Dougherty	Paige A. Harper	Norman H. Lipoff	C. Ryan Reetz	Jeffrey Weithorn
David C. Ashburn	Candace R. Duff	Fred F. Harris, Jr.	Carlos E. Loumiet	Mark J. Reisman	David E. Wells
Charles M. Auslander	William B. Eck	Steven M. Helfman	Juan P. Loumiet	Barry Scott Richard	Bradford D. West
Fred W. Baggett	Kenneth Edelman	Alberto M. Hernandez	Bruce E. Macdonough	Douglas J. Rillstone	Howard W. Whitaker
Kerri L. Barsh	Arthur J. England, Jr.	Jeffrey A. Hirsch	Robert P. Macina	Andria Rivero	Howard A. Wish
Hilarie Bass	Gary M. Epstein	Kenneth C. Hoffman	Alfred J. Malefatto	A. Jeffrey Robinson	Timothy D. Wolfe
V. Dawn Brigley	Elvira A. Escribano	Larry J. Hoffman	Samantha D. Malloy	Kenneth B. Robinson	Linda G. Worton
Nozman J. Benford	Henry H. (Bucky) Fox	Kenneth A. Horky	Fernando Margarit	Raquel A. Rodriguez	Julie A. Zahniser
Dale S. Bergman	Jorge L. Freeland	John Harrison Hough	Ines Marrero-Priegues	Alan H. Rulnick	
Paul Berkowitz	Jeffrey R. Fried	Gerald J. Houlahan	Enrique J. Martin	Marvin S. Rosen	
Bridget Berry	Robin F. Frydman	Andrew Hulsh	Roberto Martinez	Richard A. Rosenbaum	
Mark E. Bideau	Robert C. Gang	John B. Hutton	Pedro J. Martinez-Fraga	Ronald M. Rosengarten	
Lawrence Jon Bielby	Richard G. Garrett	Keith A. James	Joel D. Maser	David L. Ross	
Mark D. Bloom	Brian K. Gart	Martin Kalb	Juan J. Mayol, Jr.	Stephen D. Sanford	
Reginald L. Bouthillier, Jr.	David J. George	Steven M. Katzman	Craig T. McClung	Gary A. Saul	
Howard Bregman	Jeffrey Gilbert	David S. Keain	Robert R. McDonald	Elliot H. Scherker	
Blake D. Bringgold	Laurie L. Gildan	Holly W. Kimmel	Mauzy R. Olicker	Mark P. Schnapp	T. Wayne Davis, of Counsel
Francis R. Brogan, Jr.	Bruce H. Giles-Klein	Steven J. Kravitz	Rebecca R. Orand	Clifford A. Schulman	Arnold J. Hoffman, of Counsel
Burt Bruton	Richard J. Giusto	J. D. Boone Kuensteiner	Debbie M. Orshesky	Randy J. Shaw	Patrick T. O'Brien, of Counsel
Bernardo Burstein	Lawrence Godofsky	Christopher L. Kurzner	Aileen Ortega	Paul A. Shelowitz	Allan Salovin, of Counsel
Joseph A. Carballo	Joel K. Goldman	Ronald C. LaFace	A. Fricaner Pardo	Brian J. Sherr	Paul E. Shapiro, of Counsel
Diane Wagner Carr	Steven E. Goldman	Gustavo J. Lamelas	Stevan J. Pardo	Marlene K. Silverman	H. Allan Shore, of Counsel
David R. Chase	Glenn E. Goldstein	Steven A. Landy	Rose Parish-Ramon	Holly R. Skolnick	Craig E. Stein, of Counsel
Michael J. Cherniga	Joseph G. Goldstein	Steven B. Lapidus	Michael G. Park	Charles E. Stiver, Jr.	Marc M. Watson, of Counsel
Ary Choueke	Steven S. Goodman	Nancy B. Lash	Marshall R. Pasternack	Joel L. Stocker	Julie A.S. Williamson, of Counsel
Sue M. Cobb	Matthew B. Gorson	Moshe M. Lehrfeld	Sylvia S. Penneys	Douglas R. Thornburg	Zachary H. Wolff, Retired

Myrna Norman Golinsky  
(305) 789-5375

June 5, 1997

Florida Division of Corporations  
**DOMESTIC CHARTER SECTION**  
P.O. Box 6327  
Tallahassee, FL 32314

Re: STRATEGIC CAPITAL VENTURES, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Myrna Norman Golinsky  
Legal Assistant

**ARTICLES OF INCORPORATION**  
**OF**  
**STRATEGIC CAPITAL VENTURES, INC.**

FILED  
JUN -6 PM 2:28  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is STRATEGIC CAPITAL VENTURES, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 1004, Coconut Grove, Florida 33133.

**ARTICLE III**

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

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$.01	common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his

successors are duly elected and qualified is:

Mauricio Borgonovo  
2665 South Bayshore Drive  
Suite 1004  
Coconut Grove, Florida 33133

**ARTICLE VII**

The name of the Incorporator is Shepard King and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2 day of June, 1997.

  
Shepard King  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of STRATEGIC CAPITAL VENTURES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By:   
Patricia Pizzuto, Registered Agent

DATED: June 6, 1997.

FILED  
9 JUN -6 PM 2:28  
TALLAHASSEE, FLORIDA