

P97000067619



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 485840 4306424

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 122.50

ORDER DATE : August 5, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 485840-005

CUSTOMER NO: 4306424

400002258304--7

CUSTOMER: Debra E. Kirschner, Legal Asst  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: DAVIDSON & HANNA (MIAMI), 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:

FILED  
97 AUG -5 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG -5 AM 11:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SN AUG - 5 1997,

4

**ARTICLES OF INCORPORATION  
OF  
DAVIDSON & HANNA (MIAMI), INC.**

**FILED**  
97 AUG -5 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is Davidson & Hanna (Miami), Inc.,  
(hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful  
business for corporations organized under The Florida Business Corporation Act of the  
State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the  
authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and  
subsequently acquired by the Corporation shall constitute issued but not outstanding  
shares of the same class and series, until canceled or disposed of (whether by resale  
or otherwise) by the Corporation. If the Director cancels any such shares, the canceled  
shares shall constitute authorized and unissued shares of the same class and shall be  
undesignated as to series.

#### **ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 2501 Brickell Avenue, Brickell Park, Apt. 1008, Miami, Florida 33129; and the name of the initial registered agent of the Corporation at that address is A. B. Davidson.

#### **ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 2501 Brickell Avenue, Brickell Park, Apt. 1008, Miami, Florida 33129.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is A. B. Davidson, 2501 Brickell Avenue, Brickell Park, Apt. 1008, Miami, Florida 33129.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Jennifer Sun, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
Jennifer Sun, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

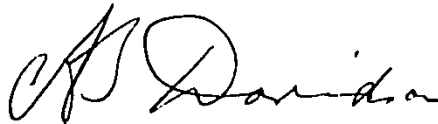
**WITNESSETH:**

That Davidson & Hanna (Miami) Inc., desiring to organize under the laws of the State of Florida, has named A. B. Davidson, located at 2501 Brickell Avenue, Brickell Park, Apt. 1008, Miami, Florida 33129, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 14TH day of AUGUST, 1997.



A. B. Davidson

**FILED**  
97 AUG -5 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA