

P9700068827

August 6, 1997

State of Florida
Department of State
Corporation Division
409 E. Gaines Street
Tallahassee, FL 32301

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-08/07/97--01048--017
****122.50 ****122.50

RE: OPERATIONAL PARTNERSHIPS, INC.

Dear Sirs/Madam:

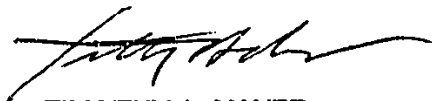
Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50.

EFFECTIVE DATE
8-6-97

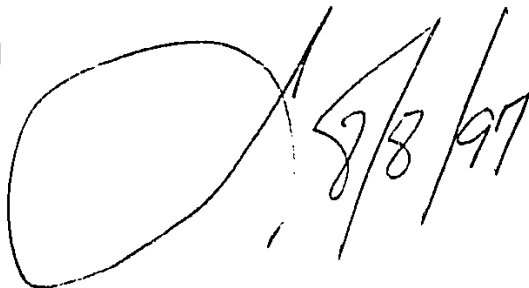
If you should have any questions or comments regarding this, please feel free to contact me at (305) 377-1099.

Sincerely,



TIMOTHY A. MAYER
TAM/bi

Encl. - As stated



FILED
97 AUG -7 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
OPERATIONAL PARTNERSHIPS, INC.

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida

Article I- Name

The name of the corporation shall be OPERATIONAL PARTNERSHIPS, INC.

Article II- Nature of Business

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III- Capital Stock

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

Article IV- Term of Existence

This Corporation shall have perpetual existence from the date of the incorporator's execution and adoption of these Article of Incorporation.

Article V- Initial Registered Agent & Office

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Timothy A. Mayer
950 South Miami Avenue
Miami, FL 33130

Article VI- Principal Place of Business

The address of the principal office and the initial street address, in this State, of this Corporation is 950 South Miami Avenue, Miami, Florida 33130. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

FILED
97 AUG -7 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
8-8-97

Article VII- Initial Director and Incorporator

The name and street address of the person signing these articles and the name and address of the person who shall serve on the first Board of Directors is:

President/Director/: Timothy A. Mayer
Incorporator 950 South Miami Avenue
Miami, FL 33130

Vice President: Peter DuFay
950 South Miami Avenue
Miami, FL 33130

Secretary/Treasurer: Timothy A. Mayer
950 South Miami Avenue
Miami, FL 33130

Article VIII- Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 6th day of August, 1997.


TIMOTHY A. MAYER

State of Florida
County of Dade

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Timothy A. Mayer to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the Dade County, Florida, this 6th day of August, 1997.

(Stamp)



BETTY R. ESTEVEZ
COMMISSION # CC 470074
EXPIRES JUL 6, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC- State of Florida at Large

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida Law the following is submitted:

OPERATIONAL PARTNERSHIPS, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 950 South Miami Avenue, Miami, Florida 33130, has named TIMOTHY A. MAYER, as its agent to accept service of process within Florida.

Dated: June 27


TIMOTHY A. MAYER

Acceptance of Registered Agent

Having been named to accept service of process for OPERATIONAL PARTNERSHIPS, INC., at the place designated in the Article of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.00501(3).


TIMOTHY A. MAYER, Registered Agent

97 JUN -7 AM 11:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED