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ACCOUNT NO. : 072100000032

REFERENCE : 546786 7102422

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 29, 1997

ORDER TIME : 12:30 PM

ORDER NO. : 546786-005

CUSTOMER NO: 7102422

CUSTOMER: Mary Ann David, Esq
ROSEN ASSOCIATES

215 Lejuene Road

Miami, FL 33134

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-09/30/97--01001--015
****131.25 ****131.25

DOMESTIC FILING

NAME: NORIC/CALLAWAY 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 SEP 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 29 PM 3:25
DIVISION OF CORPORATIONS

SN SEP 30 1997



September 26, 1997

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

Re: Formation of Noric/Callaway Ventures, Inc.

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Noric/Callaway Ventures, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing. I have enclosed a check in the amount of \$131.25 made payable to "Division of Corporations".

My return address is:

Mary Ann Y. David
c/o Rosen Associates
215 S.W. LeJeune Road
Miami, Florida 33134-1799
(305) 446-5663

Thank you very much.

Sincerely,

Mary Ann Y. David

Mary Ann Y. David, Esquire

Enclosures

ARTICLES OF INCORPORATION
OF
NORIC/CALLAWAY VENTURES, INC.

FILED

97 SEP 29 AM 8:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation shall be Noric/Callaway Ventures, Inc.

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

ARTICLE VI

Initial Board of Directors

This Corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN
215 S.W. LeJeune Road
Miami, Florida 33134

CLIFFORD D. ROSEN
215 S.W. LeJeune Road
Miami, Florida 33134

RICHARD OLSON
215 S.W. LeJeune Road
Miami, Florida 33134

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is:

Mary Ann Y. David, Esquire
215 S.W. LeJeune Road
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 26th day of September, 1997.

Mary Ann Y. David
MARY ANN Y. DAVID, Subscriber

STATE OF FLORIDA §
 §
COUNTY OF DADE §

BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 26th day of September, 1997.

James M. Amago
Notary Public, State of Florida

Tuana M. Amago
Type/Print/or Stamp Name of Notary

My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for Noric/Callaway Ventures, Inc., and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 26th day of September, 1997.

Maryann Y. David
Mary Ann Y. David

FILED
97 SEP 29 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA