

# P97000102448

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400002362084--8  
-12/03/97--01066--009  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Solomon Asset Management, Inc.  
Proposed Corporate Name

Enclosed is an original and one (1) copy of the Articles of Incorporation, a designation of registered agent, and a check for \$122.50. Please return a certified copy of the Articles of Incorporation stamped with the filing date.

FROM: Constance C. Vaughan  
2440 E. Commercial Boulevard  
Suite 1  
Fort Lauderdale, Florida 33308  
Tel: 954.489.7796

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -3 AM 8:33

RP  
12-5-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC -3 AM 8:33

ARTICLES OF INCORPORATION  
of  
SOLOMON ASSET MANAGEMENT, INC.

*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.*

ARTICLE I:

NAME

The name of the corporation shall be Solomon Asset Management, Inc.

ARTICLE II:

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:  
2440 E. Commercial Boulevard, Suite 1, Fort Lauderdale, FL 33308

ARTICLE III:

SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 600.

ARTICLE IV:

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

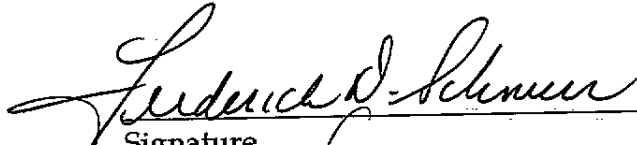
The name of the initial registered agent is Constance C. Vaughan, whose registered office is located at the principal place of business stated in Article II above.

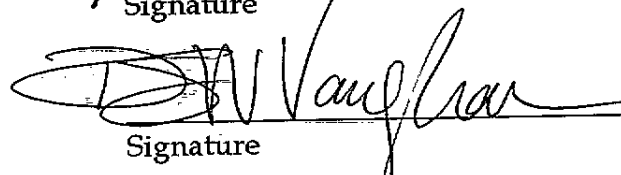
ARTICLE V:

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are: (1) Frederick D. Schnurr, 2440 E. Commercial Boulevard, Suite 1, Fort Lauderdale, FL 33308; and (2) David S. W. Vaughan, 2440 E. Commercial Boulevard, Suite 1, Fort Lauderdale, FL 33308.

The undersigned incorporators have executed these Articles of Incorporation this 1st day of December, 1997.

  
Signature

  
Signature

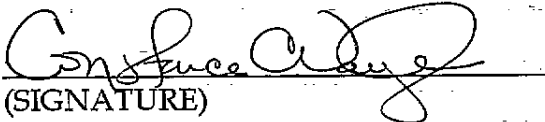
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Solomon Asset Management, Inc.
2. The name and address of the registered agent and office is:

Constance C. Vaughan  
2440 E. Commercial Boulevard  
Suite 1  
Fort Lauderdale, Florida 33308

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

December 1, 1997  
(DATE)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS