

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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BAL Harbour Asset
Management Corp.

- ☒ Art of Inc. File Cert
- ☐ LTD Partnership File
- ☐ Foreign Corp. File 100002372931--1
-12/16/97--01036--019
*****122.50 *****122.50
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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ARTICLES OF INCORPORATION
OF
BAL HARBOUR ASSET MANAGEMENT CORPORATION

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ARTICLE I. - NAME

The name of the Corporation is **Bal Harbour Asset Management Corporation** (hereinafter called the "Corporation").

ARTICLE II. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, no par value.

ARTICLE III. - PRINCIPAL OFFICE

The current mailing address of the principal place of business of the Corporation is 9999 Collins Avenue, Bal Harbour Tower, Apartment C, Bal Harbour, Florida 33154.

ARTICLE IV. - PURPOSE

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

ARTICLE V. - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) Directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The initial Directors of the Corporation are:

Names	Maurice M. Rosen
	Donald M. Rosen
	Kenneth Kaplan

ARTICLE VI. - REGISTERED OFFICE and INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 777 South Flagler Drive, Suite 800W, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is **John Harrison Hough**.

ARTICLE VII. - INCORPORATOR

The name and address of the incorporator of the Corporation is **John Harrison Hough**, 777 South Flagler Drive, Suite 800W, West Palm Beach, Florida 33401.

ARTICLE VIII. - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX. - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

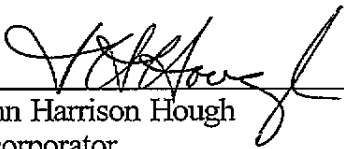
ARTICLE X. - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this 15 day of December 1997.



John Harrison Hough
Incorporator

**CONSENT OF REGISTERED AGENT
OF
BAL HARBOUR ASSET MANAGEMENT CORPORATION**

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.



John Harrison Hough

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