



**THE UNITED STATES CORPORATION COMPANY**

*P97000107549*

ACCOUNT NO. : 072100000032

REFERENCE : 646802 7141967

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1997

ORDER TIME : 10:04 AM

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ORDER NO. : 646802-005

CUSTOMER NO: 7141967

CUSTOMER: Andrew J. Nierenberg, Esq  
ANDREW J. NIERENBERG, P.A.

19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

DOMESTIC FILING

NAME: 7337 ACQUISITION CORPORATION

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: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 97 DEC 23 PM 1:51  
 DIVISION OF CORPORATION  
 97 DEC 23 AM 11:40

EFFECTIVE DATE  
12-18-97

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**ARTICLES OF INCORPORATION**

**OF**

**7337 ACQUISITION CORPORATION**

The undersigned, acting as incorporator of 7337 ACQUISITION CORPORATION (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

NAME

The name of the Corporation is: 7337 ACQUISITION CORPORATION.

**ARTICLE II**

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on December 18, 1997.

**ARTICLE III**

DURATION

The duration of the Corporation will be perpetual.

**ARTICLE IV**

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:

Andrew J. Nierenberg, Esq.  
Florida Bar No. 0368350  
2601 South Bayshore Drive, 19th Fl.  
Miami, Florida 33133  
(305) 854-5900

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ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

7337 N.W. 37th Avenue  
Miami, Miami-Dade County, Florida

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is ANDREW J. NIERENBERG, ESQ.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Andrew J. Nierenberg, Esq.	Andrew J. Nierenberg, P.A. 2601 South Bayshore Drive, 19th Floor Miami, Florida 33133

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ARTICLE IX  
INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Andrew J. Nierenberg, Esq.	Andrew J. Nierenberg, P.A. 2601 South Bayshore Drive, 19th Floor Miami, Florida 33133

ARTICLE X  
INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
ANDREW J. NIERNBERG, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for 7337 ACQUISITION CORPORATION. in the foregoing Articles of Incorporation, I, on behalf of 7337 ACQUISITION CORPORATION, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

By:   
\_\_\_\_\_  
ANDREW L. NIERNBERG, Registered Agent

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