

P980000014568

*Albert D. Rey, P.A.*

7240 N.W. 12TH STREET  
MIAMI, FLORIDA 33126  
(305) 597-0440

REPLY TO:  
POST OFFICE BOX 526164  
MIAMI, FLORIDA 33152-6164

TALLAHASSEE  
(904) 656-3020

TOP PRIORITY

February 11, 1998

VIA FEDERAL EXPRESS  
No.: 8028204855318

Capital Connection  
417 E. Virginia Street, Suite 1  
Tallahassee, Florida 32301

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-02/12/98--01039--003  
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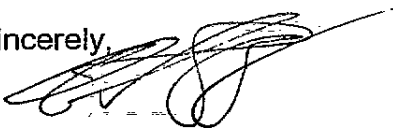
Re: IHMSC AGENCY, INC.

Dear Clerk:

Enclosed please find a transmittal letter to the Department of State, an original and one copy of the articles of incorporation for the above corporation, a check for the Department of State the amount of \$ 131.25, a check to Capital Connection for filing service in the amount of \$ 43.00, and a pre-addressed Fed-Ex label for the transmittal of the stamped copies of the filed documents.

Please complete filing and return (1) the stamped articles of incorporation and (2) a certificate of status for the corporation, to the Firm using the enclosed label. If you have any questions or are unable to return today, please call me at (305) 597-0440. Thank you for your cooperation in this matter.

Sincerely,

  
Albert D. Rey, Esquire  
For the Firm  
Albert D. Rey, P.A.

Enclosures

ADR:ibe  
COURIER1.DOC

FILED  
98 FEB 12 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
IHMSC AGENCY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is IHMSC AGENCY, INC.

The principal place of business of this corporation shall be: 1150 N.W. 72 Avenue, Suite 425, Miami, Florida, 33126.

**ARTICLE TWO  
CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholder as hereafter provided.

**ARTICLE THREE  
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact all lawful business for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

2. To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

3. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control any and all kinds of buildings and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of the corporation.

4. To sell, assign, convey, exchange, lease, and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, chattels real, rights, easements, privileges, chosen in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by the corporation under the laws of the State of Florida.

5. To have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

6. The above-enumerated authority shall not be construed as limiting or restricting in any manner the authority of this corporation which shall always have such incidental authority as may be connected with or related to any specific authority herein enumerated.

#### **ARTICLE FOUR CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of common stock with no par value.

#### **ARTICLE FIVE ISSUANCE OF STOCK**

At any time and from time to time when authorized by resolution of the board of directors and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of its stock acquired after the issue, and whether or not the shares issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

#### **ARTICLE SIX PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### **ARTICLE SEVEN STOCK TRANSFERS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make

satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

#### **ARTICLE EIGHT DIRECTORS**

The business of the corporation shall be managed and conducted by a board of not less than one director. The number shall be fixed by the bylaws and may be changed from time to time. The name and address of the initial Director of the corporation is: Analisa De Rosemena, 1150 N.W. 72 Avenue, Suite 425, Miami, Florida 33126.

#### **ARTICLE NINE DIRECTORS - INDEMNIFICATION**

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she 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 expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, [subject to the approval of a majority of shareholders] that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of

any action, suit, or proceedings, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

#### **ARTICLE TEN**

##### **DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who 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 any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

#### **ARTICLE ELEVEN**


##### **REGISTERED AGENT**

The initial registered agent for this corporation is Marvin Wiener, Esquire, and the initial registered office is located at 2121 Ponce De Leon, Suite 900, Coral Gables, Florida 33134.

ARTICLE TWELVE  
INCORPORATOR

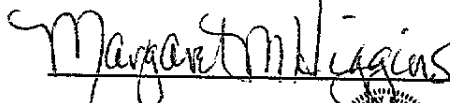

The name and street address of the Incorporator is Marvin Wiener, Esquire of 2121 Ponce De Leon, Suite 900, Coral Gables, Florida, 33134.

DATED on February, 11, 1998.

  
Marvin Wiener, Esquire, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

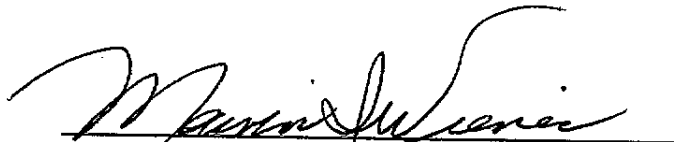
The foregoing instrument was acknowledged before me on this 11th day of February, 1998, by Marvin Wiener, Esquire who personally appeared before me at the time of notarization, and who produced a driver's license for identification and who did not take an oath.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:  MARGARET M. HIGGINS  
MY COMMISSION # CC406837 EXPIRES  
September 17, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

CONSENT OF REGISTERED AGENT

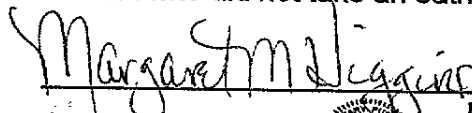

HAVING BEEN NAMED as registered agent and to accept service of process for the above stated corporation at the registered office designated in the foregoing articles of incorporation, I hereby accept the designation as registered agent and agree to act in this capacity. I further agree to comply with 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.

DATED on February, 11, 1998.

  
Marvin Wiener, Registered Agent

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 11th day of February, 1998, by Marvin Wiener, Esquire who personally appeared before me at the time of notarization, and who produced a driver's license for identification and who did not take an oath.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:  MARGARET M. HIGGINS  
MY COMMISSION # CC406837 EXPIRES  
September 17, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
FEB 12 PM 12:13  
TALLAHASSEE, FLORIDA  
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