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SIMON CAPITAL MANAGEMENT, INC.  
9100 SW 122<sup>nd</sup> Place  
Suite 427  
Miami, Florida 33186

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-02/27/98--01080--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

February 24, 1998

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

Re: SIMON CAPITAL MANAGEMENT, INC. - Articles of Incorporation

To Whom It May Concern:

Enclosed are the duplicate executed Articles of Incorporation and Certificate of Designation of Registered Agent for SIMON CAPITAL MANAGEMENT, INC. and a check in the amount of \$ 70.<sup>00</sup> representing the required filing fee.

Should you need any further information, I can be reached at (305) 270-2889. Thank you for your attention to this matter.

Very Truly Yours,



George Michael Simon

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SIMON CAPITAL MANAGEMENT, INC.**

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DIVISION OF CORPORATIONS  
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*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of the corporation is as follows:

SIMON CAPITAL MANAGEMENT, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The street address of the initial principal office is:

9100 SW 122<sup>nd</sup> Place  
Suite 427  
Miami, Florida 33186

The mailing address of the Corporation is:

9100 SW 122<sup>nd</sup> Place  
Suite 427  
Miami, Florida 33186

**ARTICLE III**

**CAPITAL STOCK**

The corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock. Consideration to be paid for each share of common stock will be designated by the Board of Directors.

#### **ARTICLE IV**

##### **INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent of the Corporation is:

G. Michael Simon  
9100 SW 122<sup>nd</sup> Place  
Suite 427  
Miami, Florida 33186

#### **ARTICLE V**

##### **INCORPORATORS**

The name and address of the incorporator of these Articles of Incorporation is:

George Michael Simon  
9100 SW 122<sup>nd</sup> Place  
Suite 427  
Miami, Florida 33186

#### **ARTICLE VI**

##### **NATURE OF BUSINESS**

The business to be conducted by this Corporation is to engage in any lawful business or activity permitted under the laws of the United States and the State of Florida.


#### **ARTICLE VII**

##### **GENERAL PROVISIONS**

- (a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reasons of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or

disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 1<sup>st</sup> day of March, 1998.

  
\_\_\_\_\_  
George Michael Simon, Incorporator

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT**

Pursuant to the provisions of section 607.0501, Florida Statutes, the Corporation mentioned below, 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: SIMON CAPITAL MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

George Michael Simon  
9100 SW 122<sup>nd</sup> Place  
Suite 427  
Miami, Florida 33186

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: \_\_\_\_\_



Date: \_\_\_\_\_

2-24-98

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