

LYNN H. GELMAN, P. A.

ATTORNEY AT LAW

1450 Madruga Avenue • Suite 302 • Coral Gables, Florida 33146

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 18 PM 3:19

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May 13, 1998

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

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-05/18/98--01083--006  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: FGRW, Inc.**

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for FGRW, Inc. Also enclosed is my firm's check in the amount of \$122.50 representing the filing fee.

Once the Articles have been filed, please return a copy to my office at the address above. I have included a self-addressed stamp envelope for your convenience.

Sincerely,

**LYNN H. GELMAN**

LYNN H. GELMAN

LHG/jt

Encl.

**ARTICLES OF INCORPORATION**

**FOR**

**F G R W, INC.**

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**ARTICLE I**

The name of the corporation is: F G R W, INC. The mailing address of the corporation is: 1450 Madruga Avenue, Suite 302, Coral Gables, FL 33146.

**ARTICLE II**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III**

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and

existing by virtue of the laws of the State of Florida.

#### ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100 common shares. Such 100 common shares shall consist of one class only having a par-value of \$.01 per share.

#### ARTICLE V

The street address of the initial registered office of the corporation is 1450 Madruga Avenue, Suite 302, Coral Gables, FL 33146. The name of the corporation's initial registered agent at said address is LYNN H. GELMAN.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors shall be two (2). The names and street addresses of the initial members of the Board of Directors are:

MARK WEBMAN

RICHARD GELMAN

LEONARD ROTHENBERG

JEROME FISHER

The number of Directors may be increased or diminished from

time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

#### ARTICLE VII

The name and street address of the incorporator is:

**MARK WEBMAN**

6601 S.W. 80th Street

Suite 212

Miami, Florida 33143

#### ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is

disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

#### **ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these  
Articles of Incorporation to be executed at Coral Gables,  
Florida this 13 th day of May, 1998.

Lynn H. Gelman  
LYNN H. GELMAN, Registered Agent

Mark Webman  
MARK WEBMAN, Incorporator

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

The foregoing Articles of Incorporation were sworn to,  
subscribed and acknowledged before me this 13 th day of  
May, 1998, LYNN H. GELMAN, Registered Agent, and MARK  
WEBMAN Incorporator, both personally known to me.

Leonard J. Kalish  
Notary Public, State of Florida

My Commission Expires:



LEONARD J KALISH  
My Commission CC565762  
Expires Jun. 23, 2000

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DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

98 MAY 18 PM 3:20

Having been designated registered agent for F G R W, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 13th day of May, 1998.

  
LYNN H. GELMAN, Registered Agent