

P98000050704



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 843695 4336650

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pzyth*

98 JUN -5 PM 2:57

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : June 4, 1998

ORDER TIME : 11:42 AM

ORDER NO. : 843695-005

CUSTOMER NO: 4336650

400002549414--3

CUSTOMER: Mr. Keith Wasserstrom  
BAKER & MCKENZIE

Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: SZGP, INC.

FILE FIRST

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:

*g 6/5/98*

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**SZGP, INC.**

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**ARTICLE I**

**NAME**

The name of this corporation is SZGP, INC. and its mailing address 146 Greens Road, Hollywood, Florida 33021.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 146 Greens Road, Hollywood, Florida 33021 and the name of the initial registered agent of this Corporation is Seymour Zwickler.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The Corporation shall have one director, initially Seymour Zwickler. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

#### ARTICLE X

##### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

#### ARTICLE XIII

##### INDEMNIFICATION

This corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall

and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE XIV

#### INCORPORATOR

The name and address of the person signing these Articles is:

Keith Wasserstrom  
701 Brickell Avenue  
Suite 1600  
Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1<sup>st</sup> day of June, 1998.

  
\_\_\_\_\_  
Keith Wasserstrom, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH**

That SZGP, Inc, desiring to organize under the laws of the State of Florida, has named Seymour Zwickler, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 2<sup>nd</sup> day of June, 1998.

  
\_\_\_\_\_  
Registered Agent