

P98000056871



ACCOUNT NO. : 072100000032

REFERENCE : 869961 121767A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 25, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 869961-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
KARP & GENAUER, P.A.

500002572315--1

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: APAA-NEWCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 12:18

REC'D
98 JUN 25 AM 11:18
DIVISION OF CORPORATIONS
2598

**ARTICLES OF INCORPORATION
OF
APAA-NEWCO, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 12:18

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is: APAA-Newco, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 801 Arthur Godfrey Road, Suite 400, Miami Beach, Florida 33140, and the corporation's mailing address is 801 Arthur Godfrey Road, Suite 400, Miami Beach, Florida 33140.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to have outstanding two classes of stock, to be designated as Class A Common Stock and Class B Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is one hundred (100) shares of Class A Common Stock having a par value of \$1.00 per share and nine hundred (900) shares of Class B

Common Stock having a par value of \$1.00 per share. Holders of Class A Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Class B Common Stock shall not be entitled to vote on any matters. Other than as specifically set forth in these Articles of Incorporation, the shares of Common Stock shall be equal in all respects and the shares of Class A Common Stock shall not have any designations, preferences, limitations or relative rights other than those specifically set forth in these Articles of Incorporation.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, Attention: Joel J. Karp.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

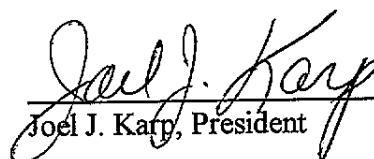
ARTICLE IX
INDEMNIFICATION

The corporation shall defend, indemnify and advance expenses, to the full extent permitted by law, the Incorporator, and all officers and directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of June, 1998.

KARP & GENAUER, P.A., as Incorporator

By: _____


Joel J. Karp, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 12:18

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

APAA-Newco, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, at 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, has named Alhambra Registered Agents, Inc. at such address, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

ALHAMBRA REGISTERED AGENTS, INC.

By: Joel J. Karp
Joel J. Karp, President

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