

*The Law Offices Of Carroll L. Payne  
and Javier Guadayol*

6075 S.W. 72 Street  
Suite 400

Miami, Florida 33143

Telephone: (305) 661-7900

Telefax: (305) 663-5730

FILED  
98 AUG 10 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P 9 8 0000 7 0637  
August, 1998

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

Re: FIRST STREET PARTNERS, INC.

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-08/10/98--01059--008  
\*\*\*\*122.50 \*\*\*\*122.50

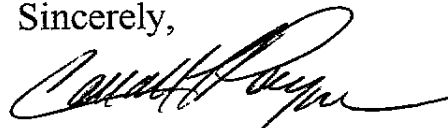
Dear Madam/Sir:

Enclosed is an original and one(1) copy of the articles of incorporation for First Street Partners, Inc. together with my check for \$122.50.

Please return the copy and certificate to me at the address on the letterhead.

Thank you for your attention.

Sincerely,



Carroll L. Payne

F. CHESSEY AUG 13 1998

ARTICLES OF INCORPORATION  
OF  
FIRST STREET PARTNERS, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

FIRST STREET PARTNERS, INC.

The principal place of business of this corporation shall be 6075 S.W. 72 Street, Suite 400, Miami, Florida 33143 and the mailing address shall be 6075 S.W. 72 Street, Suite 400, Miami, Florida 33143.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6075 S.W. 72 Street, Suite 400, Miami, Florida 33143, and the name of the initial registered agent of the corporation at that address is Carroll L. Payne.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers and directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are elected or appointed are:

DOUGLAS A. KRUEGER President/Director  
6075 S.W. 72 Street, Suite 400  
Miami, Florida 33143

THOMAS J. WEED Vice President/Director  
1017 Avacodo Isle  
Fort Lauderdale, Florida 33325

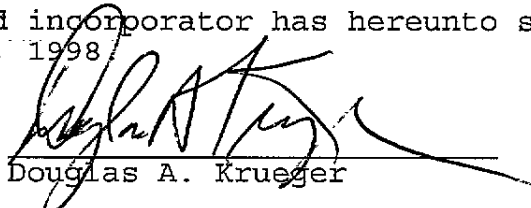
ROBERT R. ROWE Secretary/Director  
3101 Port Royale Boulevard  
Apartment 936  
Fort Lauderdale, Florida 33308

ARTICLE IX. INCORPORATOR

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


Douglas A. Krueger  
6075 S. W. 72 Street, Suite 400  
Miami, Florida, 33143

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this 7th day of August, 1998

  
Douglas A. Krueger

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Carroll L. Payne having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles; is familiar with and accepts the obligations of the position of Registered Agent according to Florida Statutes.

  
Carroll L. Payne

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