

098000087164



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 992496 7159924

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pignatelli*

ORDER DATE : October 12, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 992496-010

CUSTOMER NO: 7159924

CUSTOMER: Rafael Sanchez-aballi, Esq  
RAFFERTY GUTIERREZ & SANCHEZ-  
RAFFERTY GUTIERREZ & SANCHEZ-  
Suite 1400  
1101 Brickell Avenue  
Miami, FL 33131

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DOMESTIC FILING

NAME: SPC MANAGEMENT COMPANY

EFFECTIVE DATE:

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: Cassandra Bryant

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 PM 1:56

*g* 10/12/98

DIVISION OF CORPORATION

98 OCT 12 AM 11:33

RECEIVED

EFFECTIVE DATE

10/9/98

ARTICLES OF INCORPORATION  
OF  
SPC MANAGEMENT COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 PM 1:56

The undersigned, acting as the Incorporator, hereby makes, acknowledges and files the following Articles of Incorporation for the purpose of forming a for-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the for-profit corporation is SPC Management Company (the "Corporation").

ARTICLE II - TERM OF EXISTENCE

The existence of the Corporation shall be effective as of the 9th day of October, 1998 and shall be perpetual.

ARTICLE III - NATURE OF BUSINESS

The Corporation shall have all of the powers vested in a Florida for-profit corporation, in accordance with Section 607 of the Florida Statutes, and is authorized to engage in any and all lawful business and activities permitted under this Chapter.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares which the Corporation is authorized to have outstanding at any time is Five Thousand (5,000) shares of Common Stock, with a par value of One Cent (\$0.01) per share.

ARTICLE V- INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and street address of the initial registered office of the Corporation are:

Rafael Sánchez-Aballí, Esq.  
Rafferty, Gutiérrez & Sánchez-Aballí, P.A.  
1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

ARTICLE VI - BOARD OF DIRECTORS

The powers of this Corporation shall be exercised by or under the authority of, and the

business and affairs of this Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) Director initially. The number of directors may be increased or decreased by the shareholders from time to time, as provided in the Bylaws of the Corporation.

#### ARTICLE VII - DIRECTORS - NAME AND STREET ADDRESS

The name and street address of the sole member of the first Board of Directors, who shall hold office until his successor(s) has/have been duly elected or appointed, and have qualified, are as follows:

Rafael Sánchez-Aballí, Esq.  
1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

#### ARTICLE VIII - NAME AND STREET ADDRESS OF INCORPORATOR

The name and street address of the Incorporator signing these Articles of Incorporation for the Corporation are:

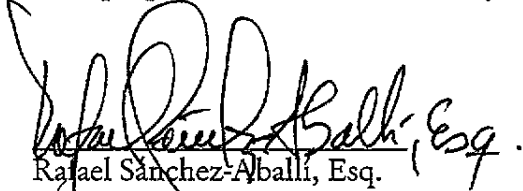
Rafael Sánchez-Aballí, Esq.  
Rafferty, Gutiérrez & Sánchez-Aballí, P.A.  
1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

#### ARTICLE IX - CORPORATION'S PRINCIPAL AND BUSINESS ADDRESS

The principal business and mailing address of the Corporation shall be:

1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

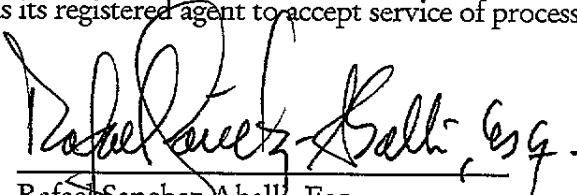
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 9th day of October, 1998.

  
Rafael Sánchez-Aballí, Esq.  
Incorporator

**DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 PM 1:56

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SPC Management Company, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named Rafael Sanchez-Aballi, Esq., located thereat as its registered agent to accept service of process within this state.

A handwritten signature in dark ink, appearing to read 'Rafael Sanchez-Aballi, Esq.', written over a horizontal line.

Rafael Sanchez-Aballi, Esq.  
Incorporator