

S

11:48 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC COVER SHEET

((H98000021201 2)))

P 98000095937

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PEN ARCHITECTS, INC.

AUDIT NUMBER.....H98000021201

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

Connect: 00:03:28

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 13 PM 2:40

F. CHESSEY NOV 13 1998

102120000844

ARTICLES OF INCORPORATION  
OF

PEN ARCHITECTS, INC.

ARTICLE I

NAME

The name of the Corporation is PEN ARCHITECTS, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:  
NICHOLAS STANHAM  
Fla. Bar No. 0038822  
Freeman Buttermann & Haber, LLP  
520 Brickell Key Drive, 0-305  
Miami, Florida 33131  
(305) 374-3800

102120000844

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 NOV 13 PM 2:40

1012000021201

#### ARTICLE V

##### PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Nicholas Stanham.

#### ARTICLE VII

##### DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Raul Loyola, Director

1012000021201

1012000021201

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Nicholas Stanham  
20 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

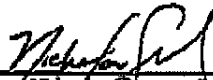
ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this November 12, 1998.

  
\_\_\_\_\_  
Nicholas Stanham

1012000021201

10212000021201

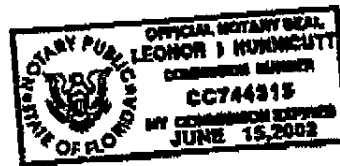
STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared  
NICHOLAS STANHAM, personally known to me to be the person who  
executed the foregoing Articles of Incorporation and he  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set  
forth.

WITNESS my hand and official seal in the County and State  
named above this November 12, 1998.

My commission expires:

*Leon J. Hennick*  
\_\_\_\_\_  
Notary Public - State of Florida



10212000021201

498000021201

## CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FEN ARCHITECTS, INC.
2. The name and address of the Registered agent and office is: Nicholas Stanham, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

Signature:

  
 Nicholas Stanham

Title:

Registered Agent

Date:

November 12, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

  
 Nicholas Stanham

Date:

November 12, 1998

 FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 98 NOV 13 PM 2:40

498000021201