

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

Lauderdale Holdings, Inc.

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**ARTICLES OF INCORPORATION  
OF  
LAUDERDALE HOLDINGS, INC.**

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**Article I**  
**Name**

The name of the corporation is LAUDERDALE HOLDINGS, INC.

**Article II**  
**Duration**

The corporation shall have perpetual existence.

**Article III**  
**Purpose**

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

**Article IV**  
**Address**

The principal place of business of the corporation shall be:

5601 North Dixie Highway  
Suite 411  
Fort Lauderdale, Florida 33334

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Donald E. "Rocky" Thompson, II  
FL Bar No. 0608262  
Proskauer Rose LLP  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431/561-995-4704

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Article V  
Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, \$.01 par value per share.

Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the corporation is CT Corporation System.

Article VII  
Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Rudy Noriega  
5601 North Dixie Highway  
Suite 411  
Fort Lauderdale, Florida 33334

Article VIII  
Incorporator

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

Donald B. "Rocky" Thompson  
2255 Glades Road  
Suite 340W  
Boca Raton, Florida 33432

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

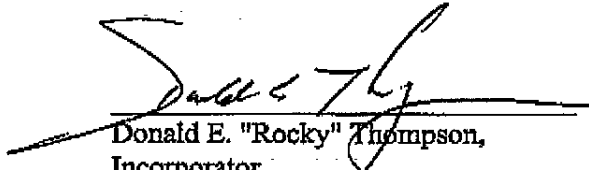
Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin on upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
16 day of November, 1998.

  
Donald E. "Rocky" Thompson,  
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE 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.

CT CORPORATION System

By:

Its:

PETER F. SOUZA

ASSISTANT SECRETARY

Registered Agent

Dated: 11/16/98.

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