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ACCOUNT NO. : 072100000032

REFERENCE : 041684 4303929

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : \$ 78.75

ORDER DATE : November 23, 1998

ORDER TIME : 2:20 PM

ORDER NO. : 041684-005

400002694144--9

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: HURWITZ KROLL & PARTNERS, INC.

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: Sara Lea

EXAMINER'S INITIALS:

*SP/11/23/98*

98 NOV 23 PM 2:40  
DIVISION OF CORPORATION

98 NOV 23 AM 9:51  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**HURWITZ KROLL & PARTNERS, INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I**

The name of the corporation is HURWITZ KROLL & PARTNERS, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 8390 N.W. 53<sup>rd</sup> Street, Miami, Florida 33166.

**ARTICLE III**

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty One Million (21,000,000), consisting of (i) Twenty Million (20,000,000) shares of Common Stock, par value \$.01 per share (the "Common Stock") and (ii) One Million (1,000,000) shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

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Norman J. Hurwitz  
8390 N.W. 53<sup>rd</sup> Street  
Miami, Florida 33166

John C. Kroll  
8390 N.W. 53<sup>rd</sup> Street  
Miami, Florida 33166

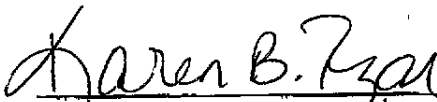
**ARTICLE VII**

The name of the Incorporator is Corporation Service Company and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of November, 1998.

  
\_\_\_\_\_  
Karen B. Rozar, As Its Agent, Incorporator  
Corporation Service Company

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of HURWITZ KROLL & PARTNERS, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
\_\_\_\_\_  
As Agent for Registered Agent

Karen B. Rozar, As Its Agent  
Dated: November 23, 1998