

P99000011418



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 123945 4303929

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : February 4, 1999

ORDER TIME : 12:52 PM

ORDER NO. : 123945-005

000002765000--1

CUSTOMER NO: 4303929

CUSTOMER: Ms. Rosa Wong  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: SIMCHASITES, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

JP 2/11/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -4 PM 6:14

DIVISION OF CORPORATION

99 FEB -4 PM 1:36

RECEIVED

ARTICLES OF INCORPORATION  
OF  
SIMCHASITES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE 1

Name

The name of the corporation is SIMCHASITES, INC. (hereinafter called the "Corporation").

ARTICLE 2

Address

The street address of the initial principal office and the mailing address of the corporation is 199 Canterclub Trail, Longwood, Florida 32779.

ARTICLE 3

Authorized Shares

The number of shares that the Corporation is authorized to issue is:

<b>Number of Shares <u>Authorized</u></b>	<b>Par Value <u>Per Share</u></b>	<b>Class of <u>Stock</u></b>
10,000	\$ 0.01	Common

ARTICLE 4

Registered Office and Agent

The street address of the Corporation's initial registered office is 199 Canterclub Trail, Longwood, Florida 32779, and the name of its initial registered agent at that office is Jacqueline P. Levine.

## ARTICLE 5

### Incorporator

The name of the Incorporator is MAURY R. OLICKER and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

## ARTICLE 6

### Initial Directors

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

Jacqueline P. Levine  
199 Canterclub Trail  
Longwood, Florida 32779

Stanley A. Levine  
199 Canterclub Trail  
Longwood, Florida 32779

## ARTICLE 7

### Indemnification of Officers and Directors

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

## ARTICLE 8

### Special Meetings of Shareholders

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's 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 9

### Bylaws

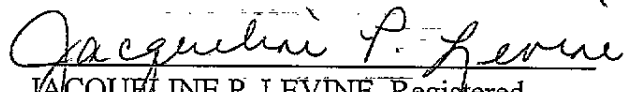
The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation this 1st day of February, 1999.

  
Maury R. Olicker, Incorporator

### CONSENT OF REGISTERED AGENT OF SIMCHASITES, INC.

The undersigned, Jacqueline P. Levine, whose business address is 199 Canterclub Trail, Longwood, Florida 32779, hereby accepts appointment as the initial registered agent of SIMCHASITES, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of Florida Statutes.

  
JACQUELINE P. LEVINE, Registered  
Agent

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