ARTICLES OF INCORPORATION

99 FEB -5 PM 2: 00 SECRETARY UT STATE TALLAHASSEE FLORIDA

ARTICLE I Name

The name of the corporation is SIGMUND HOLMES, INC.

ARTICLE II Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date of filing of these articles of incorporation.

ARTICLE III Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV Capital Stock

This corporation is authorized to issue ONE HUNDRED FIFTY (150) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V <u>Principal Office; Initial Registered Office and Agent</u>

The street address of the initial principal office and registered office of this corporation is One Southeast Third Avenue, Suite 1700, Miami, Florida, 33131 and the name of the initial registered agent of this corporation at that address is: Rafael A. Perez.

ARTICLE VI **Initial Board of Directors**

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Fay L. Edgerly

2141 N.E. 44 Street

Lighthouse Point, Florida 33064-7337

Debra P. Cozzo

2141 N.E. 44 Street

Lighthouse Point, Florida 33064-7337

Joseph H. Nord

2141 N.E. 44 Street

Lighthouse Point, Florida 33064-7337

ARTICLE VII **Incorporator**

The name and address of the person signing these Articles is Rafael A. Perez, One Southeast Third Avenue, Suite 1700, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of February 1999.

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 1st day of February 1999, by Rafael A. Perez who is personally known to me and who did not take an oath.

Notary Public, State of

My Commission Expires: No. 9, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First that SIGMUND HOLMES, INC., desiring to organize under the laws of the State of Florida with its principal office at 2141 N.E. 44 Street, Lighthouse Point, Florida 33064-7337, has named Rafael A. Perez, located at One Southeast Third Avenue, Suite 1700, Miami, Florida 33131, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Rafael Al Perez

