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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 134653 4336650

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : February 15, 1999

ORDER TIME : 9:29 AM

ORDER NO. : 134653-005

CUSTOMER NO: 4336650

9000002775069--5

CUSTOMER: Ms. Michelle E. Smith  
BAKER & MCKENZIE  
BAKER & MCKENZIE  
1200 Brickwell Avenue  
19th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: MELLOUL AND OWEN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

99 FEB 15 PM 1:57

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

g 2/15/99

**ARTICLES OF INCORPORATION  
OF  
MELLOUL AND OWEN, INC.  
(a Florida corporation)**

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**ARTICLE I - NAME**

The name of the Corporation is **MELLOUL AND OWEN, INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100,000 shares of Class A Voting Common Stock, \$.01 par value per share (the "Class A Stock"), and 100,000 shares of Class B Non-Voting Common Stock, \$.01 par value per share (the "Class B Stock").

The holders of Class A Stock and Class B Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of Class B Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Sections 607.1004(4) and 607.1103(6) of the Florida business Corporation Act).

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 5827 S.W. 97<sup>th</sup> Terrace, Cooper City, Florida 33028.

**ARTICLE IV - BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than seven (7) directors, and shall initially consist of two (2) directors, Robert M. Melloul, who lives at 4105 N 49<sup>th</sup> Avenue, Hollywood, Florida 33021, and Scott R. Owen, who lives at 5827 S.W. 97<sup>th</sup> Terrace, Cooper City, Florida 33028. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 5827 S.W. 97<sup>th</sup> Terrace, Cooper City, Florida 33028. The name of the initial registered agent of the Corporation at that address is Scott R. Owen.

## **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is Scott R. Owen, 5827 S.W. 97<sup>th</sup> Terrace, Cooper City, Florida 33028.

## **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

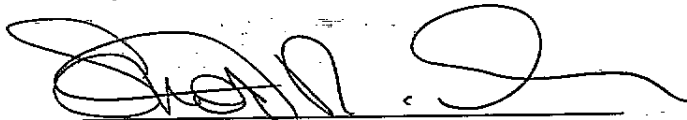
## **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

## **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of MELLOUL AND OWEN, INC. this 11<sup>th</sup> day of February, 1999.



Scott R. Owen  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
MELLOUL AND OWEN, INC.**

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The undersigned, Scott R. Owen, whose business address is 5827 S.W. 97<sup>th</sup> Terrace, Cooper City, Florida 33028, hereby accepts appointment as the initial registered agent of **MELLOUL AND OWEN, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

A handwritten signature in black ink, appearing to read 'Scott R. Owen', written over a horizontal line.

**Scott R. Owen**  
Registered Agent