

P99000020408



ACCOUNT NO. : 072100000032

REFERENCE : 155166 81686A

AUTHORIZATION :

Patricia P...
NA

COST LIMIT : \$ 78.75

ORDER DATE : March 3, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 155166-005

CUSTOMER NO: 81686A

CUSTOMER: Olga Bradham, Legal Asst
KEITH MACK, LLP
KEITH MACK, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

900002793799--5

DOMESTIC FILING

NAME: RASCAL PLAZA, 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: CASSANDRA LAMM
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
99 MAR -3 PM 12:33

RECEIVED
99 MAR -3 PM 4:40
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

99 MAR -3 PM 12: 33

OF

**RASCAL PLAZA, INC.,
a Florida corporation**

ARTICLE I

Name

The name of the corporation is **RASCAL PLAZA, INC., a Florida corporation.**

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Florida Division of Corporation of the Department of State.

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 (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Richard A. Wood, Esquire.

ARTICLE VI

Initial Board of Directors

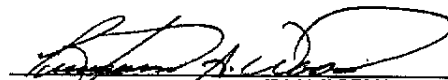
This corporation shall initially have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than ONE (1). The names and addresses of the initial directors of the corporation are: GREGORY BABSKEY, c/o KEITH MACK LLP, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131, and EDOUARD MORDOUKHOVITCH, c/o KEITH MACK LLP, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: RICHARD A. WOOD, Esquire, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131.

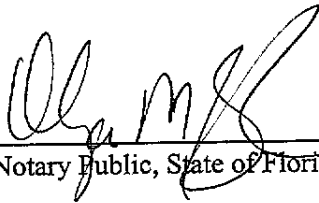
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 2nd day of March, 1999.


RICHARD A. WOOD, Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared RICHARD A. WOOD, ESQUIRE known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3rd day of March, 1999.



Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
OLGA M BRADHAM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC773709
MY COMMISSION EXP. SEPT 8, 2002

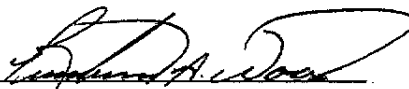
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
CLERK OF STATE
CORPORATIONS
99 MAR -3 PM 12:33

**RASCAL PLAZA, INC.
a Florida corporation**

In pursuance of Section 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First--that **RASCAL PLAZA, INC., a Florida corporation**, desiring to organize under the laws of the State of Florida with its principal office at: c/o KEITH MACK LLP, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131, has named Richard A. Wood, Esquire, located at 200 South Biscayne Blvd., 20th Floor, 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 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.



RICHARD A. WOOD