

Division of Corporations

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA****99 APR 12 PM 3:56****FILED****FLORIDA PROFIT CORPORATION OR P.A.****Shiff DesignBuild, Inc.**

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ARTICLES OF INCORPORATION
OF
SHIFF DESIGNBUILD, INC.

ARTICLE I. NAME: The name of this corporation is Shiff DesignBuild, INC.

ARTICLE II. DURATION: This corporation shall have perpetual existence.

ARTICLE III. PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK: This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 1318 Southeast 2nd Avenue, Fort Lauderdale, FL 33316, and the name of the initial registered agent of this corporation at that location is Richard G. Coker, Jr., Esquire.

ARTICLE VII. INITIAL BOARD OF DIRECTORS: This corporation shall have three (3) directors initially. 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 name and address of the initial directors of this corporation are:

Michael A. Shiff
President/Director

1103 East Las Olas Boulevard
Suite 200
Fort Lauderdale, FL 33301

Justen Shiff
Vice President/Director

1103 East Las Olas Boulevard
Suite 200
Fort Lauderdale, FL 33301

Rod A. Feiner, Esquire
Florida Bar No. 0039853
Brady & Coker
1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316
Telephone: (954) 761-1404

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Secretary/Director
Anthony Altobelli

1103 East Las Olas Boulevard
Suite 200
Fort Lauderdale, FL 33301

Treasurer/Director
Anthony Altobelli

1103 East Las Olas Boulevard
Suite 200
Fort Lauderdale, FL 33301

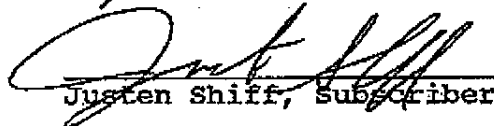
ARTICLE VIII. INCORPORATOR: The name and address of the person signing these Articles is:

Justen Shiff
1103 East Las Olas Boulevard
Suite 200
Fort Lauderdale, FL 33301

ARTICLE IX. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

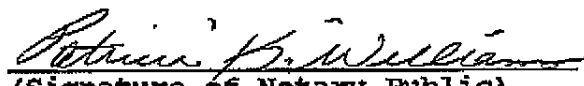
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of March, 1999.


Justen Shiff, Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by Justen Shiff who is personally known to me and who did not take an oath.


(Signature of Notary Public)

(Print, Type or Stamp Name of Notary Public/Notary Commission No.)



PATRICIA K. WILLIAMS
COMMISSION # CC767477
EXPIRES OCT 10, 2002
BONDED THROUGH
ADVANTAGE NOTARY

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or
Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served
and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

Shiff DesignBuild, Inc., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 1103 East Las Olas Boulevard, Suite 200, in the City of Fort Lauderdale, County of Broward, State of Florida, has named Richard G. Coker, Jr., Esquire, located at 1318 Southeast 2nd Avenue, in the City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

| <u>NAME/TITLE</u> | <u>SPECIFIC ADDRESS</u> |
|---|--|
| Michael A. Shiff President/Director | 1103 East Las Olas Boulevard Suite 200 Fort Lauderdale, FL 33301 |
| Justen Shiff Vice President/Director | 1103 East Las Olas Boulevard Suite 200 Fort Lauderdale, FL 33301 |
| Anthony Altobelli Secretary/Director | 1103 East Las Olas Boulevard Suite 200 Fort Lauderdale, FL 33301 |
| Anthony Altobelli Treasurer/Director | 1103 East Las Olas Boulevard Suite 200 Fort Lauderdale, FL 33301 |

| <u>DIRECTORS</u> | <u>SPECIFIC ADDRESS</u> |
|------------------|--|
| Michael A. Shiff | 1103 East Las Olas Boulevard Suite 200 Fort Lauderdale, FL 33301 |
| Justen Shiff | 1103 East Las Olas Boulevard Suite 200 Fort Lauderdale, FL 33301 |


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By: 
Justen Shiff
(corporate director)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during the prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

By: 
Richard G. Coker, Jr.
(Resident Agent)

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