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ANGEL CASTILLO, JR.  
Partner

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P 99 0000 33606  
April 5, 1999

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700002833007--7  
-04/08/99--01042--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Seventy Square, Inc.

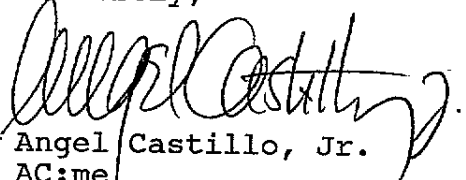
Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced new Florida corporation, and our check in the amount of \$70.00, representing your fee for filing the Articles of Incorporation.

Please acknowledge your receipt and filing of these Articles to the undersigned.

Thank you.

Sincerely,



Angel Castillo, Jr.  
AC:me  
Enclosures (as stated)

FILED  
99  
APR -8 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESLER APR 13 1999

Articles of Incorporation of  
SEVENTY SQUARE, INC.

99 APR -8 PM 12:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person acting as the Incorporator of a corporation under and in compliance with the requirements of F.S. Chapter 607, the Florida Business Corporation Act, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

1. **Name.** The name of this corporation is Seventy Square, Inc.

2. **Duration.** The period of its duration is perpetual.

3. **Purpose.** The purpose is to engage in any and all lawful activities or business permitted under the laws of the United States and Florida.

4. **Capital Stock.** The maximum number of shares this corporation is authorized to issue is 10,000 shares, all of one class, at \$1.00 par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

5. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and mailing address of this corporation are as follows:

Gustavo F. Plasencia  
8513 N.W. 68th Street  
Miami, Florida 33166

6. **Cumulative voting.** (a) In the election of directors of the corporation, the principle of cumulative voting shall apply. In any such election, each stockholder entitled to vote shall have votes equal to the number of his shares with voting rights multiplied by the number of directors to be elected. He may divide and distribute his votes, as so calculated, among any two or more candidates for the directorships to be filled, or he may cast all his votes for a single candidate. A shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of directors, but his ballot shall be invalid if the total votes shown thereon are in excess of the total number of votes to which he is entitled.

(b) At any such election the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall stand elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

7. **Directors.** This corporation shall have an initial board of directors of one member. This number may be increased or decreased from time to time in accordance with the corporation's bylaws, but shall never be less than one. The initial director of the corporation is: Timothy N. Cady, 19000 Stratford Road, No. 301, Minnetonka, Minnesota 55345.

8. **Officers.** The initial officers of this corporation are: Timothy N. Cady, 19000 Stratford Road, No. 301, Minnetonka, Minnesota 55345, President, Secretary, and Treasurer.

9 **Shareholder Quorum and Voting.** Only fifty-five percent (55%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

10 **Greater Voting Requirements.** The affirmative vote of fifty-five percent (55%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers; sale of assets; and dissolution.

11. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is: Timothy N. Cady, 19000 Stratford Road, No. 301, Minnetonka, Minnesota 55345.

12. **Bylaws.** The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the directors.

13. **Indemnification.** The corporation shall indemnify any officer, director, employee, agent, or shareholder, or any former officer, director, employee, agent, or shareholder, to the full extent permitted by law.

14. **Informal Action of Shareholders.** If all the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

15. **Authority to Mortgage or Pledge Assets.** The corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment of performance of any obligation of the corporation,

without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty-five percent (55%) of the shares of the corporation entitled to vote thereon and not otherwise.

16. **Meetings by Conference Telephone.** Officers, Directors, and Shareholders may participate in meetings by means of conference telephone.

17. **Amendment of Articles.** 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.

18. **Pre-emptive and "First Refusal" Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into or carrying a right to subscribe for or acquire shares) of any class, kind, or series of stock in this corporation, including shares sold otherwise than for money, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) calendar days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) calendar days of receipt of notice from the corporation. The right extends, as a "right of first refusal," for the same price being offered by a purchaser, for any shares offered for sale, to anyone, by any shareholder of the corporation. Provided, however, there is no preemptive right with respect to shares issued as compensation to directors, officers, agents, or employees of the corporation or shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of March, 1999.

Timothy N Cady INCORPORATOR  
Timothy N. Cady, Incorporator

**NOTARY PUBLIC CERTIFICATE**

STATE OF MINNESOTA )  
 ) SS:  
COUNTY OF HENNEPIN )

BEFORE ME, the undersigned authority, duly authorized in the State aforesaid and in the County aforesaid to administer oaths and take acknowledgments, personally appeared on the date specified below TIMOTHY N. CADY, ( ) who is personally known to me, or (X) who has produced the following identification document:

( MN Drivers License C-300-793-636 062 ) as identification, and who took an oath and executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposes stated therein, and that the facts stated therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid, this 12 day of March, 1999.

Stephanie R Friesen  
Notary Public (signature)  
State of Minnesota

Stephanie R Friesen  
Notary Public name (print)

My Commission Expires:

1-31-2000



*Gustavo F. Plascencia*

GUSTAVO F. PLASENCIA, having been named to accept service of process for Seventy Square, Inc., at the place designated in the articles of incorporation, in acceptance of designation as Registered Agent, hereby acknowledges that she is familiar with, and accepts, the obligations of that position pursuant to F.S. 607.0501(3).

Dated: March 16, 1999

FILED  
99 APR -8 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA