



P9910007P57

August 30, 1999

Via FedEx

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****122.50 *****78.75

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing New Corporation – Pinacle Development Group, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Pinacle Development Group, Inc., which should be recorded in the State's Public Records. Also enclosed is our check in the amount of \$122.50 representing your fees for filing and for a certified copy of the Articles to be returned to the undersigned.

Thank you in advance for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Michael D. Wohl', is written over a circular stamp.

Michael D. Wohl
President

MDW:brm
Enclosures

FILED
99 AUG 31 AM 7:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2665 South Bayshore Drive, Suite 202
Miami, Florida 33133
(305) 854-7100
Fax (305) 859-9858

ARTICLES OF INCORPORATION
OF
PINACLE DEVELOPMENT GROUP, INC.

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99 AUG 31 AM 7:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this Corporation shall be: **PINACLE DEVELOPMENT GROUP, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2665 SOUTH BAYSHORE DRIVE
SUITE #202
COCONUT GROVE, FLORIDA 33133**

ARTICLE III. PAR VALUE

The par value of each authorized share is: \$.01

ARTICLE IV. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

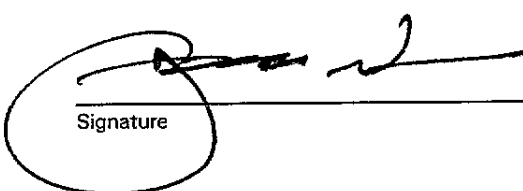
**MICHAEL D. WOHL
2665 SOUTH BAYSHORE DRIVE
SUITE #202
COCONUT GROVE, FLORIDA 33133**

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL D. WOHL
2665 SOUTH BAYSHORE DRIVE
SUITE #202
COCONUT GROVE, FLORIDA 33133

The undersigned incorporator has executed these Articles of Incorporation this 30th
day of August, 1999.


Signature

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

PINACLE DEVELOPMENT GROUP, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

MICHAEL D. WOHL
(name)

3. 2665 SOUTH BAYSHORE DRIVE, SUITE #202
(P.O. Box or Mail Drop Box NOT Acceptable)

COCONUT GROVE, FLORIDA 33133
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

8/30/99
(Date)