

File 7st

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P9900008944

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

300003010863-0
-10/11/99--01042--010
*****78.75 *****78.75

DATE: 10-10-99

REF. #: 0151.8595

CORP. NAME: PHG-RAYOS, INC

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- CERT. OF AUTHORITY
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

STATE FEES PREPAID WITH CHECK# 6048 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials

FILED
 99 OCT 11 AM 10:59
 TALLAHASSEE, FLORIDA
 RECEIVED
 99 OCT 11 AM 10:47
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

g/c 10/11

**ARTICLES OF INCORPORATION
OF
PHG-RAYOS, INC.**

FILED
99 OCT 11 AM 11:00
TALLAHASSEE, FLORIDA
STATE

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PHG-Rayos, Inc.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore, Suite 202, Miami, Florida 33133.

ARTICLE II - PURPOSE

The Corporation is organized for the sole purpose of (a) acquiring, owning, holding, transferring, pledging, assigning, selling, acting as a general partner and otherwise dealing with a general partnership interest in PHG-Rayos, Ltd., a Florida limited partnership; and (b) transacting any and all lawful business which are incident, necessary and appropriate to the foregoing.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (1,000) shares of common stock, all of which are to have a par value of Ten Dollars (\$10.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Patricia K. Green	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of four persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Louis Wolfson III	2665 South Bayshore Drive Suite 202 Miami, FL 33133
Michael D. Wohl	2665 South Bayshore Drive Suite 202 Miami, FL 33133

David O. Deutch

2665 South Bayshore Drive
Suite 202
Miami, FL 33133

Mitchell Friedman

2665 South Bayshore Drive
Suite 202
Miami, FL 33133

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Patricia K. Green	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

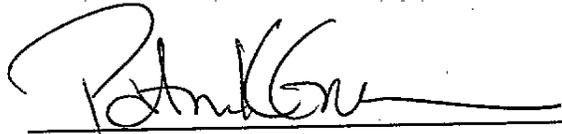
The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

7 day of October, 1999.

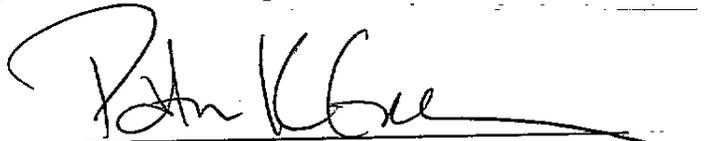


Patricia K. Green, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
99 OCT 11 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Patricia K. Green, Registered Agent