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TRANSMITTED LETTER

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: HORN'S STEIN, INC.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$70.00	\$78.75	X \$78.75	\$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy, & Certificate

FROM: Mario R. Arango, Esquire  
2340 South Dixie Hwy.  
Miami, Florida 33133  
(305)856-9900

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PH 12/23/99

**ARTICLES OF INCORPORATION  
OF  
HORN'S STEIN, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: CORPORATE NAME**

The name of this corporation is **HORN'S STEIN, INC.**

**ARTICLE II: PERIOD OF DURATION**

This corporation will exist indefinitely until actively dissolved by the owners or the state.

**ARTICLE III: CAPITAL STOCK**

The total number of shares of stock which this corporation shall have authority to issue is **TEN THOUSAND (10,000)** shares, shall be of a class designated as Common Stock with a par value of One-Tenth of One Cent (\$0.001) per share each.

The designations, powers, preferences, rights, and the qualifications or restrictions of each class of capital stock are as follows:

The holders of the Common Stock shall have and possess all rights appertaining to capital stock of the corporation normally enured under the laws of Florida. The holders of the Common shares shall be entitled to vote in all matters requiring stockholder approval including the election of directors and all other matters.

**ARTICLE IV: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:  
18693 SW 103 Court  
Miami, Florida 33157.  
Dade County

**ARTICLE V: RIGHT OF FIRST REFUSAL**

The corporation reserves a right of first refusal, permitting it to buy back shares from shareholders at the market value existing at the time shareholder wishes to sell his stock.

**ARTICLE VI: INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:  
Mario R. Arango, Esquire  
2340 South Dixie Hwy.

Miami, Florida 33133.

## **ARTICLE VII: INCORPORATORS**

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

Sanford L. Horn III  
9207 SW 136 St. Cir.  
Miami, Florida 33176

## **ARTICLE VIII: BOARD OF DIRECTORS**

The name(s) and street address(es) of the initial directors of this corporation are:

Name	Address
Sanford L. Horn III	9207 SW 136 St. Cir. Miami, Florida 33176
Sanford L. Horn IV	9207 SW 136 St. Cir. Miami, Florida 33176

## **ARTICLE IX: BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE X: INDEMNIFICATION**

10.1. **Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer, of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent or another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity which serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all reasonable expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement)

incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or here heirs, executors and administrators; provided the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Section 10.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition: *provided, however*, that, if the Florida Business Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

10.2. **Non-Exclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Tenth Article shall not be exclusive on any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

10.3. **Insurance.** The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

## **ARTICLE XI: DIRECTOR LIABILITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 607.0834 of the Florida Business Corporation Act for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

## **ARTICLE XII: INFORMAL ACTION OF DIRECTORS**

If all Directors severally or collectively consent in writing to any action taken or to be

taken by the corporation, and the evidence of their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

### **ARTICLE XIII: PURPOSE**

The nature of the business, and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or for which corporations may be organized under the Florida Business Corporation Act.

### **ARTICLE XIV: AMENDMENT OF ARTICLES**

From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribe by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.

### **ARTICLE XV: PRE-EMTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) or any class, kind or series of stock in this corporation 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 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) days of receipt of notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares, and written waiver submitted by the shareholders to the corporation within (30) days of receipt of notice from the corporation.

### **ARTICLE XVI: DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one or more of its directors, or between another entity, in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or a committee thereof which approves such contact or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote of such interested director or directors;

2. If such common directorship, officership. Or financial interest is disclosed or known to the shareholders entitled to vote therein, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

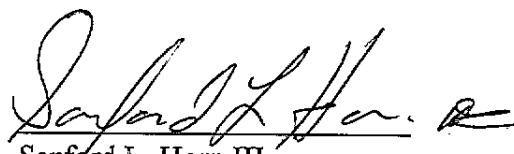
#### **ARTICLE XVII. MEETING BY TELEPHONE CONFERENCE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, but regular meetings of the Board of Directors must be attended in fact; in person, by each director.

#### **ARTICLE XVIII: STOCKHOLDER ACTION**

Any action required or permitted to be taken by the stockholders of the Corporation may be effected either at a duly called annual or special meeting of such stockholders or may be effected by any consent in writing by such stockholders in accordance with applicable provisions of the Florida Business Corporation Act.

The undersigned have executed these Articles of Incorporation on this 14 day of December, 1999.

  
Sanford L. Horn III  
Incorporator and Director

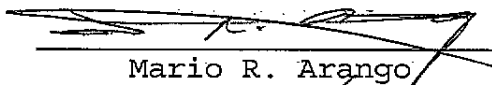
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: HORN'S STEIN, Inc.
2. The name and address of the registered agent and office is:

Mario R. Arango, Esquire  
2340 South Dixie Hwy.  
Miami, Florida 33133

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.

  
Mario R. Arango  
December 14, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA