

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

CAROLINA B. FRIEDHOFF, P.A.

|                       |         |
|-----------------------|---------|
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ARTICLES OF INCORPORATION  
OF  
CAROLINA B. FRIEDHOFF, P.A.

The undersigned incorporator, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

CAROLINA B. FRIEDHOFF, P.A.

ARTICLE II

Purpose

The corporation is organized for the purpose of deriving commissions, fees and/or compensation from the management, rental, exchange, purchase and sale of real estate as well as related activities.

ARTICLE III

Authorized Capital: Ownership

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The principal office and mailing address of the corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

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## ARTICLE V

### Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is John H. Friedhoff.

## ARTICLE VI

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Statutes, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VII

### Incorporator

The name and address of the incorporator of the corporation is: John H. Friedhoff, 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

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## ARTICLE VIII

### Initial Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time by amendment to the By-Laws adopted by the stockholders. The name and address of the initial director of this corporation who, unless otherwise provided by the Articles of Incorporation or By-Laws, shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, are:

Carolina B. Friedhoff  
7901 Ludlam Road  
South Miami, Florida 33143

The duties of and manner of electing directors shall be as set forth in the By-Laws of the corporation.

At any time after incorporation the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

## ARTICLE IX

### Initial Officers

The officers of this corporation shall be a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors of this corporation. The qualification, the time and manner of electing or appointment, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

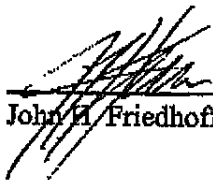
President, Secretary  
and Treasurer

Carolina B. Friedhoff  
100 S.E. 2nd Street, 18th Floor  
Miami, Florida 33131

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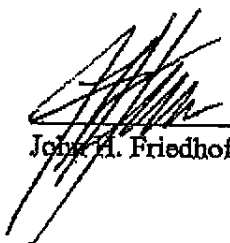
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of November, 2001.

  
John H. Friedhoff

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ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
John H. Friedhoff

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