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Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Avanti Development Corporation II

Certificate of Status	1
Certified Copy	1
Page Count	04
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Electronic Filing Menu

Corporate Filing Menu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AVANTI DEVELOPMENT CORPORATION II

The undersigned, in order to form a business corporation under the laws of the State of Florida, as contained in the "Florida Business Corporation Act" as amended, hereby certifies as follows:

1. The name of the corporation is Avanti Development Corporation II.
2. The duration of the corporation shall be perpetual.

3. The general purpose or purposes for which the corporation is initially organized are the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including, but not limited to, the following:

To purchase, sell, manage, build, erect, improve and otherwise deal in any and all types and forms of real and personal property. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of or encumber real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To incur indebtedness and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee or endorse obligations or indebtednesses of others. To purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

4. The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares of Common Stock of \$1.00 par value per share.

The Common Stock shall consist of 500 shares of Voting Common Stock and 4,500 shares of Non-Voting Common Stock.

Except as hereinafter provided with respect to voting powers, the Voting Common Stock and the Non-Voting Common Stock of the Corporation shall possess identical preferences, conversion and other rights, restrictions and qualifications.

With respect to voting powers, the holders of Voting Common Stock shall possess all voting powers for all purposes, and the holders of Non-Voting Common Stock shall have no voting powers whatsoever, and no holder of Non-Voting Common Stock shall vote on any action

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taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the shareholders.

5. The address of the initial registered office and initial principal office of the corporation is: 923 N. Pennsylvania, Winter Park, Florida 32789. The registered agent at that address is Charles Schwartz.

6. The number of directors constituting the initial Board of Directors shall be three, and the name and address of each person who is to serve as a director until the first meeting of shareholders or until his successor be elected and qualified is:

<u>Name</u>	<u>Address</u>
Donald E. Loeb	22 St. Clair Avenue, East Suite 1700 Toronto, Ontario M4T 1L9 Canada
Charles Schwartz	923 N. Pennsylvania Winter Park, Florida 32789
Marvin M. Shapiro	923 N. Pennsylvania Winter Park, Florida 32789

7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
M. Andrew Kausz	c/o Kilpatrick Stockton LLP 31 West 52 nd Street, 14 th Floor New York, New York 10019

IN WITNESS WHEREOF, the undersigned has this 27th day of November, 2006, made and subscribed these Articles of Incorporation for the uses and purpose aforesaid.


M. Andrew Kausz, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

This 27th day of November, 2006


Charles Schwartz, Registered Agent

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3