

**P95000027444**

Lawrence Steinberg

5855 Paddington Way, Boca Raton, FL 33496

03-30, 1995

EFFECTIVE DATE  
04-05-95

Department of State  
Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
03 APR - 5 PM 1:22

**RE: INCORPORATION OF NORTHSTAR REAL ESTATE MANAGEMENT, INC.**

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of **NORTHSTAR REAL ESTATE MANAGEMENT, INC.** and our check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

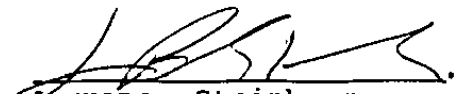
Upon validation kindly mail the Articles to:

Paralegal Associates  
1672 W. Hillsboro Blvd.  
Deerfield Bch., FL 33442

Kindly phone at 1-800-393-3363 and speak with **Mr. Asis nasir** if there is any question or problem.

BOOKED 14-17-95  
-04/04/95- 01077-002  
\*\*\*\*76.00 \*\*\*\*791.00

Respectfully,

  
Lawrence Steinberg

*Called Mr. Nasir  
+ made aware of  
similar name.  
(p94-66388)  
NANCY HENDRICKS APR - 6 1995*

**ARTICLE OF INCORPORATION**  
**OF**  
**NORTHSTAR REAL ESTATE & MANAGEMENT, INC.**

FILED  
95 APR -2 PM 1:22  
1995

**ARTICLE ONE**

EFFECTIVE DATE  
01-05-95

The name of the corporation is **NORTHSTAR REAL ESTATE & MANAGEMENT, INC.** The principal address of the corporation is: 2025 Parkside Circle "S", Boca Raton, Florida 33486.

**ARTICLE TWO**

The period of its duration is perpetual.

**ARTICLE THREE**

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

**ARTICLE FOUR**

The aggregate number of shares which the corporation shall have authority to issue is **one hundred thousand (100,000) of Common stock of no par value.**  
The Board of Directors of the Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida.  
Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE FIVE**

The corporation shall commence its corporate existence on April 5th 1995.

**ARTICLE SIX**

The street address of its initial registered office is 2025 Parkside Circle "S", Boca Raton, Florida 33486, and the name of its initial registered agent at such address is **LAWRENCE STEINBERG**.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
**LAWRENCE STEINBERG**

**ARTICLE SEVEN**

The number of directors constituting the initial board of directors is three (3), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name		Mailing Address
STANLEY HABER	- President	2025 Parkside Circle "S" Boca Raton, FL 33486
WARREN GREENSPOON	- Vice President	5804 NW 35th Way Boca Raton, FL 33496
LAWRENCE STEINBERG	- Secretary/ Treasurer	5855 Paddington Way Boca Raton, FL 33496

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than three (3).

**ARTICLE EIGHT**

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute. These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the

issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

**ARTICLE NINE**

Except as may otherwise be provided in the By-Laws of the Corporation, the Corporation shall indemnify its incorporator, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

**ARTICLE TEN**

The name and address of each incorporator is:

Name	Mailing Address
LAWRENCE STEINBERG	5855 Paddington Way Boca Raton, FL 33496

(signed)

  
\_\_\_\_\_  
Incorporator

**ARTICLE ELEVEN**

The powers of the incorporators cease upon filing of the Articles of Incorporation.

NORTHSTAR REAL ESTATE & MANAGEMENT, INC.

P95 0000 27 44 4

August 10, 1995

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

Dear Sirs:

RE: NORTHSTAR REAL ESTATE & MANAGEMENT, INC.  
P95000027444

Please be advised that the above named corporation's address has been changed to:

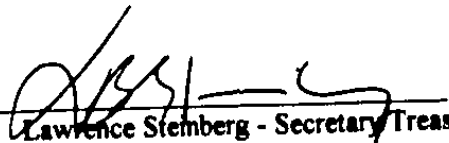
5855 Paddington Way  
Boca Raton, Florida 33496

Please amend your records accordingly.

Yours truly,

NORTHSTAR REAL ESTATE & MANAGEMENT, INC.

Per:

  
Lawrence Stenberg - Secretary/Treasurer

Jr  
8-17-95

1200 HAYS STREET  
TALLAHASSEE, FL 32304  
904 222-9971  
904 222-0191 FAX

800-342-8086



**networks**  
PARENT & SIBLING  
LEGAL & FINANCIAL SERVICES

**P95000027444**

ACCOUNT NO. : 072100000032

REFERENCE : 670022 9643A

AUTHORIZATION : *Patricia Payne*

COST LIMIT : \* 35.00

ORDER DATE : August 28, 1995

ORDER TIME : 11:04 AM

ORDER NO. : 670022

CUSTOMER NO: 9643A

CUSTOMER: Terri Dwyer, Legal Assistant  
Sachs & Sox  
P. O. Box 810037

8800001571188

Boca Raton, FL 33481-0037

DOMESTIC AMENDMENT FILING

NAME: NORTHSTAR REAL ESTATE &  
MANAGEMENT, INC.

FILED  
1995 AUG 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

X ARTICLES OF AMENDMENT  
RESIATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
X PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: LFS

AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
NORTHSTAR REAL ESTATE & MANAGEMENT, INC.

FILED  
1995 AUG 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of NORTHSTAR REAL ESTATE & MANAGEMENT, INC. ("Corporation") are amended to read as follows:

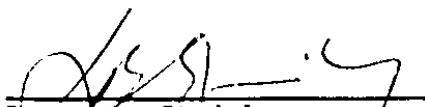
ARTICLE SEVEN

The last paragraph of Article Seven of the Articles of Incorporation for Corporation is amended to read as follows:

The number of directors may be increased or decreased from time to time as provided in the By-Laws.

This Amendment was adopted as of the 11th day of August, 1995, by the written consent of the directors and shareholders of the Corporation pursuant to Section 607.181, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this day of August, 1995.

  
Lawrence Steinberg,  
Director, Secretary/  
Treasurer

STATE OF Florida )  
COUNTY OF Palm Beach ) SS:

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1995 by Lawrence Steinberg, as Secretary and Treasurer of Northstar Real Estate & Management, Inc., a Florida corporation, on behalf of the Corporation. He has produced his drivers license and did not take an oath.

  
Notary Public



TERRI DWYER  
COMMISSION # CC 324479  
EXPIRES OCT 31, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245