

The Law Offices of

KATZMAN & KORR P.A.

A Professional Association of Attorneys

P96000021335

1100 South State Road Seven
Suite 102
Margate, Florida 33068
Telephone: (954) 972-8228
Telefax: (954) 972-8711

March 1, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Incorporation of A & M PROPERTY MANAGEMENT, INC.
Sub-Chapter S Corp**

600001732946
-03/05/96--01101--009
****122.50 ****122.50

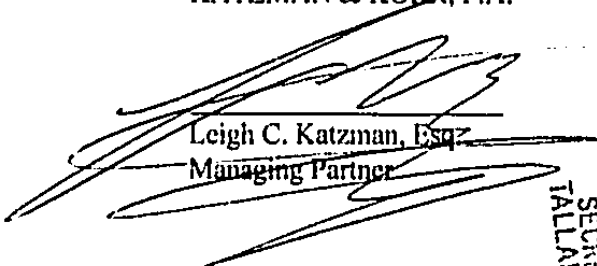
Dear Sirs:

Enclosed please find the formal original Articles of Incorporation for the above-referenced company and a check in the amount of \$122.50 for filing fees and certification of same. Kindly file and return a certified copy of same in the self addressed stamped envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,

KATZMAN & KORR, P.A.


Leigh C. Katzman, Esq.
Managing Partner

Enclosure

Dmc
3.8.96

FILED
96 MAR -5 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION/SUB-CHAPTER S

OF

A & M PROPERTY MANAGEMENT, INC.

FILED
96 MAR -5 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1

NAME OF CORPORATION

The name of the Sub Chapter-S Corporation shall be

A & M PROPERTY MANAGEMENT, INC.

The principal place of business of this business shall be

10001 West Oakland Park Boulevard, Third Floor, Sunrise, Florida 33351

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific nature of business of the Corporation will be the management of community associations as well as other commercial or residential properties through a business establishment specifically described as a Management Company.

A & M Property Management, Inc. 1

ARTICLE II
CAPITAL STOCK

The authorized capital stock of this corporation shall be **ONE HUNDRED (100)** shares of common stock at \$1.00 par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors, if one so exists at a regular or a special meeting called for this purpose. No capital stock may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation.

ARTICLE III
TERM OF EXISTENCE

The sub-chapter s corporation is to exist perpetually.

ARTICLE IV

OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

MALCOLM H. WALDRON III - PRESIDENT

ANNE MARIE WALDRON - VICE PRESIDENT

ANNE MARIE WALDRON - SECRETARY

MALCOLM H. WALDRON III - TREASURER

**Malcolm H. Waldron III - President
1620 N.W. 100th Terrace
Plantation, Florida 33322**

**Anne Marie Waldron - Vice President
1620 N.W. 100th Terrace
Plantation, Florida 33322**

**Anne Marie Waldron - Secretary
1620 N.W. 100th Terrace
Plantation, Florida 33322**

**Malcolm H. Waldron III - Treasurer
1620 N.W. 100th Terrace
Plantation, Florida 33322**

ARTICLE VI

INCORPORATORS

The name and address of the incorporator is:

**Anne Marie Waldron - Vice President, Secretary
1620 N.W. 100th Terrace
Plantation, Florida 33322**

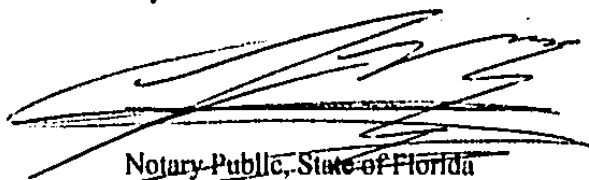
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of March, 1996.


Anne Marie Waldron

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Anne Marie Waldron, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who acknowledged that she executed the foregoing Articles of Incorporation for the purposes set forth therein.

Witness my hand and official seal in the County and State named above this 1st day of March, 1996.


Notary Public, State of Florida

My Commission Expires:



LEIGH O KATZMAN
My Commission CC360328
Expires Mar. 30, 1998
Bonded by HAI
800-422-1556

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

FILED
MAR -5 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, 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.

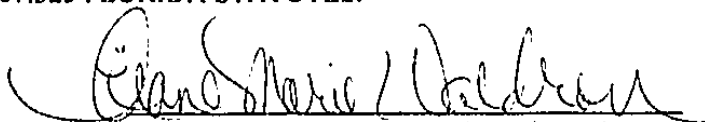
1. The name of the sub-chapter S corporation is:

A & M PROPERTY MANAGEMENT, INC.

2. The name and address of the registered agent and office is:

**ANNE MARIE WALDRON
Vice President, Secretary
10001 West Oakland Park Boulevard, Third Floor
Sunrise, Florida 33351**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


ANNE MARIE WALDRON, Registered Agent

3/1/96
DATE