

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0071
904-222-0191 FAX

800-342-8086



P96000077308

ACCOUNT NO. : 072100000032

REFERENCE : 086749 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Palmera Byggh

ORDER DATE : September 16, 1996

ORDER TIME : 11:38 AM

ORDER NO. : 086749

CUSTOMER NO: 4303929

400001948284

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
55 SEP 16 PM 3:17
TALLAHASSEE FLORIDA

DOMESTIC FILING

of West Florida

NAME: SABAL GOLF CORP.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

Dme 9-17-96

*502-672
W96-19465*

RECEIVED
96 SEP 16 PM 1:59
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

96 SEP 17 AM 9 55
CIVIL SERVICE COMMISSION

September 16, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SABAL GOLF CORP.
Ref. Number: W96000019465

RESUBMIT
Please give original
submission date as file date.

We have received your document for SABAL GOLF CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 396A00042886

ARTICLES OF INCORPORATION
OF

SABAL GOLF OF WEST FLORIDA CORP.

FILED

95 SEP 16 PM 3:17

TALLAHASSEE
STATE
FLORIDA

ARTICLE I

The name of the corporation is **SABAL GOLF OF WEST FLORIDA CORP.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 242 N.E. 1st Street, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 1,000 | \$ 0.01 | Common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Nazih B. Hardan
242 N.E. 1st Street
Miami, Florida 33131

Fatima Jebal Claramonte
242 N.E. 1st Street
Miami, Florida 33131

Marla Elena Lopez
242 N.E. 1st Street
Miami, Florida 33131

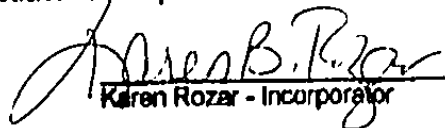
ARTICLE VII

The name of the Incorporator is Karen Rozar and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of September, 1996.


Karen Rozar - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SABAL GOLF CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


By: Karen Rozar as its Registered Agent

Dated: September 16, 1996

P96000077308



RECEIVED

97 APR 17 11:28

ACCOUNT NO. : 07210000000000000000
DIVISION OF CORPORATION

REFERENCE : 334389 4303929

AUTHORIZATION : Patricia Pysite

COST LIMIT : \$ 35.00

ORDER DATE : April 17, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 334389

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
97 APR 18 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: SABAL GOLF OF WEST FLORIDA 300002146323--5
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

PA-dng
CRG
4/18



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 18, 1997

RESUBMIT

Please give original
submission date as file date.

CSC
KATHY
TALLAHASSEE, FL

SUBJECT: SABAL GOLF OF WEST FLORIDA CORP.
Ref. Number: P96000077308

We have received your document for SABAL GOLF OF WEST FLORIDA CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 897A00019727

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

RECEIVED
97 APR 18 PM 1:50

TO: **Bandra B. Mortham, Secretary of State ,
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301**

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change its registered agent and registered office** in the State of Florida.

1. The name of the corporation is: SABAL GOLF OF WEST FLORIDA CORP.

1a. Date of filing: September 16, 1996 Document # P96000077308

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

Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301

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

Juan P. Loumiet, 1221 Brickell Avenue, Miami, Florida 33131

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors as of the 21 day of March, 1997.

SABAL GOLF OF WEST FLORIDA CORP.



Maria-Elena Lopez, Secretary

Dated: March 21, 1997

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



Juan P. Loumiet, Registered Agent

Dated: March 21, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA