

P9800002444

3/16/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:33 AM

((H9800005052 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TAMCO II, INC.

AUDIT NUMBER.....H9800005052

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

(4)

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
98 MAR 16 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000005052

FILED
98 MAR 16 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
The Old Jail
409 East Gaines Street
Tallahassee, Florida 32301

ARTICLES OF INCORPORATION
of
TAMCO II, INC.

The undersigned, intending to form a corporation for profit under the Florida Business Corporation Act of 1990, as amended (the "Act"), hereby adopts the following Articles of Incorporation.

ARTICLE 1
Name

The name of the corporation is TAMCO II, Inc. (hereinafter the "Corporation").

ARTICLE 2
Address

The principal office and mailing address of the Corporation in the State of Florida is 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

ARTICLE 3
Stock

The Corporation shall have the authority to issue one thousand (1,000) shares of common stock, with no par value per share.

ARTICLE 4
Registered Office/Agent

The address of the initial registered office of the Corporation in the State of Florida is 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180. The name of the initial registered agent of the Corporation at said registered office is Kenneth Bernstein.

ARTICLE 5
Incorporator

The name and address of the incorporator is Jun H. Yu, Buchanan Ingersoll Professional Corporation, One Oxford Centre, 20th Floor, 301 Grant Street, Pittsburgh, Pennsylvania 15219.

Prepared by: Janice Shapiro, 2875 N.E. 191 St., Suite 400,
Aventura, Fl. 33180
(305) 937-6200

H98000005052

ARTICLE 6
Purpose

Subject to the limitations set forth herein, the purpose for which the Corporation is organized is to engage in the following activities:

- (1) to acquire a general partnership interest in TAMCO II Company, Ltd., a Florida limited partnership (the "Partnership");
- (2) to serve as the managing General Partner of the Partnership;
- (3) to take any and all actions necessary under and pursuant to the Limited Partnership Agreement of the Partnership (as it may be amended from time to time) among the limited partners of the Partnership and the Corporation;
- (4) to execute and deliver, on behalf of the Partnership, any and all instruments, agreements, certificates, documents, notices, papers or other writings as may be necessary or advisable in connection with the Partnership in its capacity as a limited partner in Turnberry Aventura Mall Company, Ltd., a Florida limited partnership; and
- (5) to engage in such other lawful activities and to exercise such other powers permitted to corporations under the laws of the State of Florida as the Board of Directors of the Corporation shall from time to time determine.

ARTICLE 7
Duration

The duration of the Corporation shall be perpetual.

ARTICLE 8
Indemnification

The Corporation shall, to the fullest extent permitted by the provisions of the Act, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Executed this 12th day of March, 1998.



Jun H. Yu, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the Corporation is TAMCO II, Inc.
2. The name and address of the registered agent and office is: Kenneth Bernstein, 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

TAMCO II, Inc

By:


Donald Soffer, President

Date:

3/13/98

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 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.



Kenneth Bernstein

Date:

3/13/98

98 MAR 16 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED