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KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.
ATTORNEYS AT LAW

2699 SOUTH BAY SHORE DRIVE
SEVENTH FLOOR
MIAMI, FLORIDA 33133-5408
DADE (305) 856-2444
BOCA RATON (954) 781-4720
BROWARD (954) 522-3636
TELECOPIER (305) 285-9227

RONALD M. BARRON
(1945-1994)
OF COUNSEL
ROGER S. GOLDMAN
RICHARD MORTON

BERNARD ALLEN
RICHARD E. BERMAN
W. TODD BOYD
DAVID S. DROBNER
ERICA L. ENGLISH
ALEX ESPENKOTTER
MARC L. FAUST
HOWARD L. FRIEDBERG
ROBERT C. GRADY
RICHARD B. IVANS
MICHAEL D. KATZ
MICHAEL I. KEAN
ADAM J. LAMB
JILL D. LEVY
MICHELE L. McNICHOL
ANTHONY H. PELLE
NOAH C. POLLACK
ALAN D. REESE
JOSE R. RIGUERA
WILLIAM D. ROHRER
JOHN R. SQUITERO
WILLIAM R. TRUEBA, JR.
DARIN I. ZENOV

VIA FEDERAL EXPRESS

November 23, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **2300 Ponce Corp.**
Our File No. 19093004

100002695571--5
-11/24/98--01063--012
*****78.75 *****78.75

Dear Sir or Miss:

Enclosed please find an original and one copy of the Articles of Incorporation for 2300 Ponce Corp., together with our firm's check payable to the Department in the sum of \$78.75. Please file the enclosed and return a Certificate of Incorporation and stamped copy of the Articles to the undersigned in the enclosed mailer.

Should you have any questions, please contact the undersigned directly at (941)348-3620. Thank you for your assistance in this matter.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
98 NOV 24 PM 2:49

FILED

/sjz
enclosures

cc: Roger S. Goldman, Esq.
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ARTICLES OF INCORPORATION
OF
2300 PONCE CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the corporation is 2300 PONCE CORP.. The mailing address of the corporation shall be c/o 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

MICHAEL D. KATZ, Esq.
Katz, Barron, Squitiero, Faust & Berman, P.A.
2699 South Bayshore Drive - 7th Floor
Miami, Florida 33133

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 20 day of November, 1998.


MICHAEL D. KATZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 20 day of November, 1998.

CORPCO, INC.

BY: 
MICHAEL D. KATZ, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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