P96000056652

KAUFFMAN & SCHWARTZ, P.A.
ATTORNEYS AT LAW

SETH I. COHEN
ALAN C. KAUFFMAN
ROBERT M. SCHWARTZ[1]
LISA ANNE WOLNER

OF COUNSEL:
MARTIN W. ALPERT[1]
GERALD DAMSKY, P.A.
JERALD GOLDSTEIN

Also Admitted In:
[1]PENNSYLVANIA
[2]GEORGIA

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[3]REAL ESTATE LAWYER

THE PLAZA, SUITE 801
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June 28, 1996
(via Fed Ex # 2188508828)

FILED
96 JUL -1 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

500001882265
-07/02/96--01132--015
****122.50 ****122.50

Re: Articles of Incorporation of
ARBJ, INC.

Gentlemen:

Please find enclosed the original and one (1) copy of the subject Articles of Incorporation. Upon filing, please return a certified copy of the Articles to the undersigned.

A check in the amount of $122.50 is enclosed in payment of the following fees:

Filing Fees	$ 35.00
Registered Agent Fee	35.00
Certified Copy/Articles of Incorporation	52.50
	$122.50

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

Robert M. Schwartz

Robert M. Schwartz

Enclosures as noted
c: Mr. Paul S. Pariser
L:\RMS\CORP\ARBJ.LTR

D. BROWN JUL - 5 1996

FILED
96 JUL -1 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARBJ, INC.

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation is:

ARBJ, INC.

5355 Town Center Road, Suite 301, Boca Raton, FL 33486

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Three Thousand (3,000) shares of common stock having a par value of One Dollar ($1.00) per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders' meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE VII - INITIAL OFFICE AND AGENT

The name and office address of this Corporation's registered agent in Florida is:

Robert M. Schwartz
5355 Town Center Road, Suite 301
Boca Raton, FL 33486

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is One (1). The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until his successor is elected and qualified, is:

Name	Address
Paul S. Pariser	5355 Town Center Road, Suite 301, Boca Raton, FL 33486

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator is:

Name **Address**

Robert M. Schwartz, 5355 Town Center Road, Suite 301, Boca Raton, FL 33486

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XII - MISCELLANEOUS

Other lawful provisions, if any concerning the stock of this Corporation, or for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation, or of its Directors or Stockholders, or of any class of stockholders: None.

DATED: This 28th day of June, 1996.

Robert M. Schwartz, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 28th day of June, 1996, by June who is [✓] personally known to me; or who has produced ______________________ as identification, and who [ ] did / [✓] did not take an oath.

Notary Public signature

BEVERLY A. TOSCH
MY COMMISSION # CC 553147
EXPIRES: May 6, 2000
Bonded Thru Notary Public Underwriters

BEVERLY A. TOSCH
Printed Name of Notary Public

My Commission No.: CC553147

(NOTARY SEAL)

My Commission Expires: 5/6/2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Robert M. Schwartz, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Robert M. Schwartz

Dated June 28, 1996.

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KAUFFMAN & SCHWARTZ, P.A.

ATTORNEYS AT LAW

Seth I. Cohen
Alan O. Kauffman[1]
Robert M. Schwartz[2]
Lisa Anne Wolner

Of Counsel:
Martin W. Alpert[1]
Gerald Dansky, P.A.
Jerald Goldstein

Also Admitted In:
[1]Pennsylvania
[2]Georgia

Florida Bar Board Certified:
[1]Real Estate Lawyer

The Plaza, Suite 301
5356 Town Center Road
Boca Raton, Florida 33486
(407) 394-7900
FAX: (407) 394-0961

July 30, 1996

T00001812037
-08/02/96--01003--005
*****35.00 *****35.00

FILED
96 AUG 15 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Amendment of
ARBJ, INC. Document number P96000056652

Gentlemen:

Please find enclosed the original of the subject Articles of Amendment for filing.

A check in the amount of $35.00 is enclosed in payment of the filing fees.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

Robert M. Schwartz

Robert M. Schwartz

Enclosures as noted
c: Mr. Paul S. Pariser
L:\RMS\CORP\ARBJamd.wpd

~~W96-16649~~

N/C

JB 8/15

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1996

ROBERT M. SCHWARTZ
THE PLAZA, SUITE 301
5355 TOWN CENTER ROAD
BOCA RATON, FL 33486

SUBJECT: ARBJ, INC.
Ref. Number: P96000056652

We have received your document for ARBJ, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 696A00038229

KAUFFMAN & SCHWARTZ, P.A.
ATTORNEYS AT LAW

SETH I. COHEN
ALAN C. KAUFFMAN[1]
ROBERT M. SCHWARTZ[2]
LISA ANNE WOLNER

OF COUNSEL:
MARTIN W. ALPERT[1]
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Also Admitted In:
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THE PLAZA, SUITE 301
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
(407) 394-7600
FAX: (407) 394-0881

August 14, 1996

VIA FEDERAL EXPRESS #03332070-1

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Amendment of ARBJ, INC.

Dear Ms. Shepard:

Enclosed please find the original Articles of Amendment of ARBJ, INC. dated July 29, 1996, which reflects that shareholder approval was not required. Also enclosed please find a copy of your letter to me dated August 12, 1996 together with the noted enclosure for your easy reference.

Very truly yours,

Robert M. Schwartz

RMS/lao
Encls.

FILED
96 AUG 15 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT

OF

ARBJ, INC.

1. The name the Corporation is: **ARBJ, INC.**

2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation is:

OLIVENHAIN ESTATES, INC.
5355 Town Center Road, Suite 301
Boca Raton, FL 33486

3. The foregoing amendment was made on July 29, 1996, by the incorporator, **Robert M. Schwartz**, without shareholder action pursuant to Section 607.1006, Florida Statutes, due to a Scrivener's error and shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned, as Incorporator of the Corporation, has executed these Articles of Amendment this 29th day of July, 1996

OLIVENHAIN ESTATES, INC.

BY: Robert M. Schwartz
Robert M. Schwartz
Incorporator