

DEC-10-04 17:20 From: AKERMAN SENTERFITT

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 205-0381

From: Rosa Wong, Paralegal Clerk

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-3600  
Fax Number : (305) 374-5095

Dear Filing Officer:

Please file the attached Articles of Incorporation with today's date (12/3/04). Thank you.

04 DEC -3 AM 9:12

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

REPUBLIC PROPERTIES OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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December 7, 2004

AKERMAN, SENTERFITT & EIDSON

SUBJECT: REPUBLIC PROPERTIES OF FLORIDA, INC.  
REF: W04000044430

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P93000032963.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

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Letter Number: 704A00068277

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**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA REPUBLIC PROPERTIES, INC.**

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

**ARTICLE I**  
**NAME**

The name of the corporation is **FLORIDA REPUBLIC PROPERTIES, INC.**, (hereafter called the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is:

2210 S.W. 28<sup>th</sup> Street  
Miami, Florida 33133

**ARTICLE III**  
**PURPOSE**

The purpose for which the corporation is organized to transact any lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, par value \$0.01 per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

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**ARTICLE VI**  
**INITIAL DIRECTOR**

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 one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Jeffrey B. Williamson  
2210 S.W. 28<sup>th</sup> Street  
Miami, Florida 33133

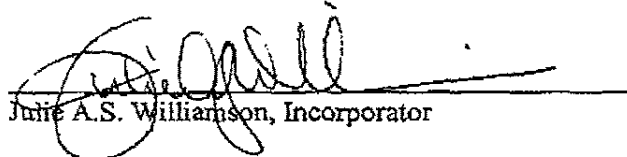
**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Julie A.S. Williamson, Esq., One S.E. Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE VIII**  
**INDEMNIFICATION**

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, has executed these Articles of Incorporation this December 3, 2004.

  
Julie A.S. Williamson, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **FLORIDA REPUBLIC PROPERTIES, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:


Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this December 3, 2004.

**AMERICAN INFORMATION SERVICES,  
INC., Registered Agent**

By: \_\_\_\_\_

Its: \_\_\_\_\_

  
**DIANA M. GUERRA**

Dated: December 3, 2004

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