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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)374-5600
Fax Number : (305)374-5095

Dear Filing Officer:

Please file the attached Articles of Incorporation with today's date (12/23/04). Thank you.

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2004 DEC 23 A 3:41
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

REPUBLIC REAL ESTATE ADVISORS, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

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Corporate Filing

Public Access Help

H04000252595 3

**ARTICLES OF INCORPORATION
OF
REPUBLIC REAL ESTATE ADVISORS, 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 **REPUBLIC REAL ESTATE ADVISORS, 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. 28th 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, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

H04000252595 3

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H04000252595 3

**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 director until his successors are duly elected and qualified is:

Jeffrey B. Williamson
2210 S.W. 28th Street
Miami, Florida 33133

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of the Corporation is Jeffrey B. Williamson, 2210 S.W. 28th Street, Miami, Florida, 33133.

**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 23, 2004.


Jeffrey B. Williamson, Incorporator

H04000252595 3

H04000252595 3

**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 **REPUBLIC REAL ESTATE ADVISORS, 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.

23, 2004. IN WITNESS WHEREOF, the undersigned has executed this Certificate this December

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

By: 

Its: *Angelica M. Chiru, Assistant Secretary*

Dated: December 23, 2004

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