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KUTAK ROCK LLP

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October 22, 2003

VIA FEDEX

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: FS Fletcher, Inc.

Ladies and Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation and our check in the amount of \$70.00 to cover your filing fee.

Please return one file-stamped copy to me for our files. Please return to me charging our FedEx No. 0681 000 89.

If you have any questions, please call me collect at 402/346-6000 X 1160. Thank you for your assistance.

Sincerely,


Carolyn F. Pasternak
Paralegal

Enclosures

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FS FLETCHER, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carolyn F. Pasternak, Paralegal
Name (Printed or typed)
Kutak Rock LLP
1650 Farnam Street
Address
Omaha, Nebraska 68102
City, State & Zip
402/346-6000 X 1160
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

FS FLETCHER, INC.

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ARTICLE I

NAME

The name of the Corporation is FS Fletcher, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of FS Fletcher, Inc. is 701 Brickell Avenue, Miami, Florida 33131-2851.

ARTICLE III

DURATION

The period of the Corporation's existence is perpetual.

ARTICLE IV

PURPOSES

The Corporation shall be organized and operated exclusively for public purposes. These purposes include:

A. The specific purposes for which the Corporation is organized are as follows:

(i) To acquire real property located in Hollywood, Florida, and to lease, convey, sell, transfer or otherwise make available such real property, as well as any improvements, equipment and personal property thereon to or for the benefit of the police department and/or fire department of the City of Hollywood, Florida.

(ii) To operate, maintain, repair and improve, or to cause to be operated, maintained, repaired and improved, any and all real property, as well as improvements, equipment and personal property, acquired by the Corporation.

(iii) To borrow money and to become indebted and to execute and deliver bonds, notes, debentures, certificates of participation in lease or other revenues, or other securities, instruments or obligations, for the purposes of acquiring such real or personal property, constructing, installing and acquiring such improvements and equipment, and for such other purpose or purposes as may be necessary or desirable to accomplish the objectives of the Corporation. Such indebtedness may be unsecured or may be secured by any mortgage, trust deed or other lien upon the property acquired or any other rights or interests of the Corporation.

(iv) To conduct the business of the Corporation in a manner such that at the time that any indebtedness of the Corporation hereafter incurred is ultimately paid in full, the title and ownership of the real and personal property, equipment and improvements securing such indebtedness or acquired with the proceeds thereof, or to which such indebtedness otherwise relates, will be vested in the City of Hollywood, Florida.

B. To transact any and all lawful business for which not for profit corporations may be incorporated under the laws of the State of Florida, to the extent that such business may be conducted by organizations that qualify as exempt organizations under the Code. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Florida or by these Articles of Incorporation.

ARTICLE V

POWERS

The Corporation shall have and exercise all powers and rights conferred upon not for profit corporations by the Florida Not For Profit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied not for profit corporations by the laws of the State of Florida which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article IV.

ARTICLE VI

BYLAWS TO REGULATE INTERNAL AFFAIRS

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

ARTICLE VII

DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

ARTICLE VIII

NO PRIVATE BENEFIT

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article IV.

ARTICLE IX

NO POWER TO INFLUENCE LEGISLATION

The Corporation shall not participate in any political campaign for or against any candidate for public office or devote a substantial part of its activities to influencing legislation.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 701 Brickell Avenue, Miami, Florida 33131 and the name of its registered agent at such address is James Nolan.

ARTICLE XI

INITIAL BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted by a Board of Directors. The number of Directors and the method of selection shall be as set forth in the Bylaws. The number of directors constituting the initial Board of Directors shall be three (3) and the names and street addresses of the persons who are to serve as the initial directors are as follow:

<u>NAME</u>	<u>ADDRESS</u>
James Nolan	701 Brickell Avenue Suite 1300 Miami, Florida 33131-2851
Fred Berliner	701 Brickell Avenue Suite 1300 Miami, Florida 33131-2851
Lillian Berliner	701 Brickell Avenue Suite 1300 Miami, Florida 33131-2851

ARTICLE XII

NO MEMBERS

The Corporation shall have no members.

ARTICLE XIII


AMENDMENT OF THE ARTICLES AND BYLAWS

The Articles and Bylaws of the Corporation may be amended, altered or replaced by the Board of Directors as set forth in the Bylaws.

ARTICLE XIV

NAME AND ADDRESS OF INCORPORATORS


The name and address of the Incorporator is: Brian C. Eades, c/o Kutak Rock LLP, 1650 Farnam Street, Omaha, Nebraska.



Signature/Incorporator

10/22/03
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 JAMES NOLAN

Signature/Registered Agent

10-23-03
Date

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