



ACCOUNT NO. : 072100000032

REFERENCE : 717293 160905A

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : February 24, 1998

ORDER TIME : 10:20 AM

ORDER NO. : 717293-005

500002439255--2

CUSTOMER NO: 160905A

CUSTOMER: Alina Artamendi, Legal Asst
SHAPO FREEDMAN & BLOOM, P.A.

Suite 4750
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: FISHER ISLAND PRESERVATION
LEGAL FUND, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 1:15

RECEIVED
98 FEB 24 AM 11:32
DIVISION OF CORPORATIONS

EFFECTIVE DATE

2/19/98

ARTICLES OF INCORPORATION

OF

FISHER ISLAND PRESERVATION LEGAL FUND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 1:16

The undersigned, for the purpose of incorporating a corporation not for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

FISHER ISLAND PRESERVATION LEGAL FUND, INC.

The mailing and street address of the principal office of this corporation shall be 4842 Fisher Island Drive, Fisher Island, FL 33109.

ARTICLE II

The corporation is organized for the following purposes:

(a) To take and support actions related to the payment of legal fees and expenses related to the administrative proceedings and litigation which will further the interests of residents of Fisher Island and members of the Fisher Island Club; and

(b) to hold meetings of members of the corporation from time to time, as needed, to bring about the purposes of the corporation.

The corporation may engage in any further activities and for such other purposes as permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The qualification for membership in this corporation shall be the ownership of real property in Fisher Island and/or membership in the Fisher Island Club.

ARTICLE IV

To further qualify for membership in the corporation, members will have to pay an annual membership fee as determined by the Board of Directors from time to time.

ARTICLE V

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE VI

The street address of the initial registered agent is 200 South Biscayne Boulevard, Suite 4750, Miami, FL 33131 and the name of the initial registered agent of the corporation at that address is South Florida Resident Agents, Inc.

ARTICLE VII

The names and address of the initial directors are:

Mr. Stanley Cohen	4842 Fisher Island Drive Fisher Island, FL 33109
Dr. Irwin Potash	c/o Port of Miami Medical Clinic 1015 No. America Way, Suite 150 Miami, FL 33132
David Paresky	7212 Fisher Island Drive Fisher Island, FL 33109

The number of directors may be increased or diminished from time to time pursuant to the by-laws of the corporation, but shall not be less than three nor more than seven.

ARTICLE VIII

The following shall serve as officers of the corporation and shall manage the affairs of the corporation until their successors are elected in accordance with the provisions of the By-laws of the corporation and such successors shall have been qualified and assumed office:

President: Mr. David Paresky

Vice-President: Mr. Stanley Cohen

Secretary: Dr. Irwin Potash

ARTICLE IX

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE X

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE XI

The name and street address of the incorporator signing these articles is:

Mr. Stanley Cohen
4842 Fisher Island Drive
Fisher Island, FL 33109

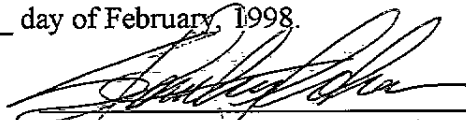
ARTICLE XII

The initial by-laws of this corporation shall be adopted by the directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

ARTICLE XIII

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at Miami, Florida, this 19 day of February, 1998.


STANLEY COHEN

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **MR. STANLEY COHEN**, to me known to be the person who subscribed to the foregoing Articles of Incorporation and

acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of February, 1998.



RONALD A. SHAPO
MY COMMISSION # CC385981 EXPIRES
August 23, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Typed, Printed or Stamped
Name of Notary Public

Notary Public -- State of
Florida at large

My Commission expires:

**CERTIFICATE OF DESIGNATING
RESIDENT AGENT AND RESIDENT OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 1:16

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

FISHER ISLAND PRESERVATION LEGAL FUND, INC.

desiring to organize under the laws of the State of Florida, hereby designates South Florida Resident Agents, Inc. as its registered agent and 200 South Biscayne Boulevard, Miami, Florida 33131, Suite 4750 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

SOUTH FLORIDA RESIDENT AGENTS, INC.

RONALD A. SHAPO

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RONALD A. SHAPO, on behalf of SOUTH FLORIDA RESIDENT AGENTS, INC. to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Certificate of Reincorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of February, 1998.

NOTARY PUBLIC - STATE OF FLORIDA
NANCY B. MELL
COMMISSION # CC680861
EXPIRES 9/13/2001

Typed, Printed or Stamped
Name of Notary Public
My Commission expires:

Nancy B. Mell
Notary Public - State of
Florida at large