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**Lazan, Trute & Robbins**

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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May 8, 2000  
Via Federal Express

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Fl. Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: CLARENCE HOUSE, INC.

Ladies and Gentlemen:

Enclosed are two executed copies of the Articles of Incorporation for Clarence House, Inc., together with our check, payable to the order of the Secretary of State of Florida, in the amount of \$78.75, representing the filing fee, Registered Agent's fee, and the fee for one **certified** copy of Articles of Incorporation.

Kindly return to the undersigned the certified copy of the Articles of Incorporation and the Certificate of Incorporation, in the enclosed return envelope.

Thank you for your attention to this matter.

Very Truly Yours,

LAZAN, TRUTE & ROBBINS

By: 

Marjorie F. Robbins

MFR/hh  
Enclosures

FILED  
00 MAY 11 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-15  
wc

ARTICLES OF INCORPORATION  
OF  
CLARENCE HOUSE, INC.

FILED  
00 MAY 11 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be: CLARENCE HOUSE, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Clarence House, Inc.  
1800 N.E. 114th Street  
Suite 1003  
Miami, Florida 33181

ARTICLE III  
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

HARRIET DASH  
1800 N.E. 114th Street  
Suite 1003  
Miami, Florida 33181

ARTICLE V  
PURPOSE

The general nature of the business or businesses to be transacted is as follows:

Section 1. To engage in the business of owning, operating, servicing, managing, maintaining, developing, repairing, leasing, purchasing, selling, improving and otherwise handling, dealing in and disposing of real estate, real property and any interest or right therein, including apartment buildings, hotels, motels, office buildings and other real and personal property of every kind, nature and description, whether as principal, agent, broker, contractor or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, maintaining and servicing, leasing and operating real and personal property of any and all kinds.

Section 2. To engage in the business of servicing, managing and maintaining real property owned by others, including but not limited to, apartment buildings, hotels, motels, office buildings, shopping centers and warehouses.

Section 3. To engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI  
DURATION

This corporation shall exist perpetually.

ARTICLE VII  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII  
INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

HARRIET DASH  
1800 N.E. 114th Street  
Suite 1003  
Miami, Florida 33181

IN WITNESS WHEREOF, I the undersigned, being the Subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 9 day of May, 2000.

Harriet Dash  
HARRIET DASH

STATE OF FLORIDA  
COUNTY OF DADE

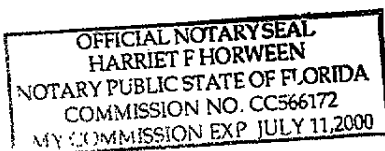
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of May, 2000, by HARRIET DASH, as Subscriber and Incorporator, who is personally known to me or who has produced his as identification, and who did take an oath.

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Sign: Harriet F. Horween

Print: HARRIET F. HORWEEN

My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
00 MAY 11 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CLARENCE HOUSE, INC.
2. The name and address of the Registered Agent and office is:

HARRIET DASH  
(NAME)

1800 N.E. 114TH STREET, SUITE 1003  
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33181  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Harriet - Dash  
SIGNATURE  
HARRIET DASH

May 9, 2000  
Date