

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

File 1st  
P00000064953

CONTACT: CINDY HICKS

DATE: 7-6-00

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-07/06/00--01032--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

REF. #: 0151

CORP. NAME: PHG-Place, Inc.

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                         |   |  |

FILED  
00 JUL -6 AM 11:00  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

STATE FEES PREPAID WITH CHECK# 8222 FOR \$ 87.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED  
00 JUL -6 AM 10:00  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |  |   |

Examiner's Initials \_\_\_\_\_

T. SMITH JUL -6 2000

**ARTICLES OF INCORPORATION  
OF  
PHG-PLACE, INC.**

FILED  
00 JUL -6 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **PHG-Place, Inc.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 9400 South Dadeland Blvd., Suite 100, Miami, Florida 33156.

**ARTICLE II - PURPOSE**

The Corporation is organized for the sole purpose of (a) acquiring, owning, holding, transferring, pledging, assigning, selling, acting as a general partner and otherwise dealing with a general partnership interest in Pinnacle Place, Ltd., a Florida limited partnership; and (b) transacting any and all lawful business which are incident, necessary and appropriate to the foregoing.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (1,000) shares of common stock, all of which are to have a par value of Ten Dollars (\$10.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE IV - INITIAL REGISTERED

##### OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Patricia K. Green

Address

150 West Flagler Street, Suite 2200  
Miami, Florida 33130

#### ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

#### ARTICLE VI - INITIAL

##### BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of four persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

Name

Louis Wolfson III

Address

9400 South Dadeland Blvd., Suite 100  
Miami, Florida 33156

Michael D. Wohl

9400 South Dadeland Blvd., Suite 100  
Miami, Florida 33156

David O. Deutch

9400 South Dadeland Blvd., Suite 100  
Miami, Florida 33156

Mitchell Friedman

9400 South Dadeland Blvd., Suite 100  
Miami, Florida 33156

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Patricia K. Green

Address

150 West Flagler Street, Suite 2200  
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

30 day of June, 2000.



Patricia K. Green, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Patricia K. Green, Registered Agent

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FILED  
00 JUL -6 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA