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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**BARCLAY PLAZA APARTMENTS, INC.**

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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
BARCLAY PLAZA APARTMENTS, INC.

The undersigned, acting as incorporator of BARCLAY PLAZA APARTMENTS, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: BARCLAY PLAZA APARTMENTS, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:
Eileen Trautman
Florida Bar No. 184844
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
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ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is:

17890 S.W. 264th Street
Homestead, FL 33031

The mailing address of the Corporation is:

P.O. Box 648
Miami Beach, FL 33129

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 17890 S.W. 264th Street, Homestead, FL 33031, and the name of the Corporation's initial registered agent at that address is Richard DiBenedetto.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the initial director is:

<u>Names</u>	<u>Addresses</u>
Richard DiBenedetto	17890 S.W. 264 th Street Homestead, FL 33031

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ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard DiBenedetto	17890 S.W. 264 th Street Homestead, FL 33031

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of August, 2000.


Richard DiBenedetto, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for BARCLAY PLAZA APARTMENTS, INC. in the foregoing Articles of Incorporation, I, Richard DiBenedetto, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


Richard DiBenedetto

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