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809717/7875U

August 22, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Downtown WPB Development, Inc.

P00000079244

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Certificate of Fictitious Name
-

Retrieval Request

- Photocopy
- Certified Copy

FILED
 00 AUG 22 AM 11:25
 RECEIVED
 00 AUG 22 AM 11:43
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE
 AFFAIRS

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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T.SMITH AUG 22 2000

ARTICLES OF INCORPORATION
OF
DOWNTOWN WPB DEVELOPMENT, INC.

FILED
00 AUG 22 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **DOWNTOWN WPB DEVELOPMENT, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is One Oakwood Boulevard, Suite 195, Hollywood, Florida 33020.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) 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:

<u>Name</u>	<u>Address</u>
Oliver B. Pfeffer	c/o Triad Housing Partners One Oakwood Boulevard, Suite 195 Hollywood, Florida 33020

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 name and address of the initial members of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
David A. Schultz	One Oakwood Boulevard, Suite 195 Hollywood, Florida 33020
David M. Riech	One Oakwood Boulevard, Suite 195 Hollywood, Florida 33020

Randall Baukney One Oakwood Boulevard, Suite 195
Hollywood, Florida 33020

Oliver B. Pfeffer One Oakwood Boulevard, Suite 195
Hollywood, Florida 33020

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Oliver B. Pfeffer	One Oakwood Boulevard, Suite 195 Hollywood, Florida 33020

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 canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of August, 2000.

OB. Pfeffer
Oliver B. Pfeffer, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
00 AUG 22 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

OB. Pfeffer
Oliver B. Pfeffer, Registered Agent