

FILE 1ST

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

FILING COVER SHEET
ACCT. #FCA-14

P01000011036

CONTACT: CINDY HICKS

DATE: 1-30-01

REF. #: 0151.14164

CORP. NAME: PHG-GARDENS, 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: _____ | | |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 30 PM 12:58

FILED

100003601321--6

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*****87.50 *****87.50

STATE FEES PREPAID WITH CHECK# 10012 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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

☐ PLAIN STAMPED COPY

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 30 AM 10:41

RECEIVED

JAN 30 2001

Examiner's Initials

51

ARTICLES OF INCORPORATION

OF

PHG-GARDENS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PHG-GARDENS, 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 GARDENS, 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 (100) 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.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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>
Patricia K. Green	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:

<u>Name</u>	<u>Address</u>
Louis Wolfson III	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

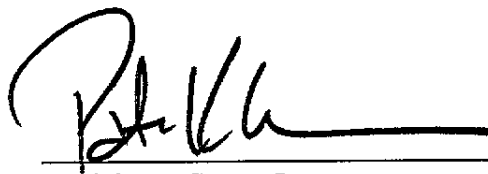
The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

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

29 day of January, 2001.



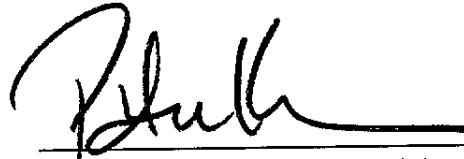
Patricia K. Green, Incorporator

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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