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2001 FEB - 1 PM 1:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 986567 7159131
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : February 1, 2001
ORDER TIME : 11:40 AM
ORDER NO. : 986567-010
CUSTOMER NO: 7159131

CUSTOMER: Irving Shimoff, Esq.
Irving Shimoff, Esq.

Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

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-02/01/01--01046--014
*****78.75 *****78.75

DOMESTIC FILING

NAME: MARSHFIELD PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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01 FEB - 1 PM 12:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JS
2/1/01

ARTICLES OF INCORPORATION

OF

MARSHFIELD PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is MARSHFIELD PROPERTIES, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH: The name and address of the incorporator of the Corporation is Irving Shimoff, 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of January, 2001.


IRVING SHIMOFF, Incorporator

ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT

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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 607.0505 of the Florida Business Corporation Act.



IRVING SHMOFF