

PO1000035282



ACCOUNT NO. : 072100000032

REFERENCE : 105099 10463A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 96.25

2001 APR -5 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ORDER DATE : April 5, 2001

ORDER TIME : 12:19 PM

ORDER NO. : 105099-005

CUSTOMER NO: 10463A

CUSTOMER: Brent Wolmer, Esq
Cohen Norris Scherer
Weinberger & Wolmer
Suite 400
712 U.s. Highway 1
North Palm Bch, FL 33408-7146

500003960925--5

DOMESTIC FILING

NAME: LAR DON REALTY, INC.

FILE FIRST

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

2555
W01-7736

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR -5 PM 12:50
NOT RETURNED
TO AGENCY FOR
SUFFICIENCY OF FILING
[Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 APR -5 PM 1:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 5, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LAR DON REALTY, INC.
Ref. Number: W01000007736

RESUBMIT
Please give original
submission date to file date.

We have received your document for LAR DON REALTY, INC. and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00020314

RECEIVED
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DIVISION OF CORPORATIONS
2001 APR -6 AM 9:01
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Claretha - this was a file 1st
The LLC filed already by
Tammi Cline.

Call if you have any
questions. Thank you

Jeannie Reynolds

RESUBMIT
Please give original
submission date to file date.

EFFECTIVE DATE

4/3/01

ARTICLES OF INCORPORATION
OF
LAR DON REALTY, INC.

FILED

2001 APR -5 PM 1:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name of this Corporation is: Lar Don Realty, Inc., and the principal place of business and mailing address of this Corporation shall be 301 Yamato Road, Suite 3010, Boca Raton, FL 33431.

ARTICLE II - Commencement and Duration

This Corporation shall **COMMENCE ON THE DATE OF SIGNING** of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Purpose

1. The purpose for which the Corporation is organized, subject to the provisions to article 607.0301 of the Florida Business Corporation Act, is solely to acquire, manage, own and hold the Managing Member's interest in "Lar Don Realty LC" (the "Company") and to act as the sole managing member in such Company with all of the rights, powers, obligations and liabilities of managing member under the operating agreement of such Company (the "Operating Agreement") and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

ARTICLE IV - Special Provisions

2. So long as a loan ("Loan") from CIBC Inc. ("Lender") to the Company is outstanding, notwithstanding any provisions set forth hereinbefore to the contrary, the Corporation shall at all times observe the applicable legal requirements for the recognition of the Corporation as a legal entity separate from any member of the Company ("Members") and Affiliates (as defined below), including, without limitation, as follows:

(a) At least one (1) of the directors of the Corporation shall be an Independent Director. Independent Director means a person who (i) is not a member of the Company, (ii) is not a stockholder of the Corporation, (iii) except in the capacity as a director of the Corporation, is not a current or former employee, consultant, agent, director, stockholder, partner or member of the Company, the Corporation or any Affiliate of those entities, (iv) is not a spouse, child, grandchild or sibling (including by marriage) of any of (i) to (iii) above, (v) is not (and is not affiliated with an entity that is) a significant advisor or consultant to the Company or

the Corporation, (vi) is not affiliated with a business of which the Company or the Corporation is a significant customer or supplier and (vii) has not yet received, and was not a member or an employee of an entity that received, in any year within the five years immediately preceding or any years during such person's incumbency as a director, fees or other income from the Company or the Corporation or any Affiliate of those entities in the aggregate in excess of 1% of the gross income, for any applicable year, of such person, firm or business. For purposes of this definition, "significant," with respect to any relationship between two Persons shall mean any transaction, services of transactions or relationship involving more than the lesser of (a) \$60,000 per calendar year or (b) 1/2 of 1% of either Person's annual income. In the event of the death, incapacity, resignation or removal of an Independent Director, the Board of Directors shall promptly appoint a replacement Independent Director, and may take no action requiring approval of the Board of Directors until having done so. The Shareholders of the Corporation shall have the right to remove and replace the Independent Director at will, with or without cause so long as his or her successor has been elected simultaneously therewith.

(b) The Corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate and shall conspicuously identify such office and numbers as its own. Additionally, the Corporation shall use its own separate stationary, invoices and checks which reflects its separate address, telephone number and facsimile number, as appropriate.

(c) The Corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The Corporation shall prepare unaudited quarterly and annual financial statements, and the Corporation's financial statements shall substantially comply with generally accepted accounting principles.

(d) The Corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(e) The Corporation shall hold itself out to the public (including any Affiliate's creditors) under the Corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(f) All customary formalities regarding the corporate existence of the Corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

(g) The Corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the Corporation.

(h) Investments shall be made in the name of the Corporation directly by the Corporation or on its behalf by brokers engaged and paid by the Corporation or its agents.

(i) Except as required by the Lender during the term of the Loan to the

Company, the Corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Member or any Affiliate, nor shall it make any loan.

(j) The Corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(k) Assets of the Corporation shall be separately identified, maintained and segregated. The Corporation's assets shall at all times be held by or on behalf of the Corporation and if held on behalf of the Corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the Corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(l) The Corporation shall not take any action if, as a result of such action, the Corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(m) The Corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(n) All data and records (including computer records) used by the Corporation or any Affiliate in the collection and administration of any loan shall reflect the Corporation's ownership interest therein.

(o) None of the Corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the Corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the common stock or which is otherwise in control of the Corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

3. The Corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, including the affirmative vote of the Independent Director, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in

writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

4. Additionally, the Corporation shall not, so long as any indebtedness remains outstanding by the Company or the Corporation to the Lender, (a) liquidate or dissolve the Corporation in whole or in part, (b) except as permitted by the Lender in writing, consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the Corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) except as permitted by the Lender in writing, amend or modify these Articles of Incorporation.

5. The Corporation shall have no indebtedness or incur any liability other than (i) debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of business and (ii) with respect to the Loan.

ARTICLE V - Stock

The aggregate number of shares which this Corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE VI - Amendment

Except as otherwise required by Article III (4) (c) above, these Articles of Incorporation may not be amended, modified or repealed without the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VII pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 712 U.S. Highway One Suite 400, North Palm Beach, FL 33408, and the name of its initial registered agent at that address is Fred C. Cohen.

ARTICLE IX - Incorporators

The names and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Donald H. Jaffey	301 Yamato Road, Ste. 3101 Boca Raton, FL 33431

ARTICLE X

Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI- By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XII- Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

DATED this 3rd day of April, 2001. _



Incorporator

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

2001 APR -5 PM 1:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:


Lar Don Realty, Inc., desiring to organize under the laws of the State of Florida, being in the

County of Palm Beach at 712 U.S. Highway One, Suite 400, N. Palm Beach, FL 33408,
has named Fred C. Cohen as its initial Registered Agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

DATED this 4 day of April 2001.


FRED C. COHEN