

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

FILING COVER SHEET
ACCT. #FCA-14

P01000052227

FILED
01 MAY 25 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 5-25-01

REF. #: 0150.16369

CORP. NAME: BILTMORE ESTATES, INC.

ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
 ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
 FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
 REINSTATEMENT MERGER WITHDRAWAL
 CERTIFICATE OF CANCELLATION UCC-1 UCC-3
 OTHER: _____

0000004323170--3
-05/25/01-01023-014
***105.00 ***105.00

STATE FEES PREPAID WITH CHECK# 15316 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

Examiner's Initials

2001 MAY 25 AM 10:04
FEE PAYMENT RECEIVED
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FLORIDA
EXAMINER

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01 MAY 25 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BILTMORE ESTATES, INC.

ARTICLE I

The name of the corporation is BILTMORE ESTATES, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 80 S.W. 8th Street, Suite 1870, Miami, Florida 33130.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 80 S.W. 8th Street, Suite 1870, City of Miami, County of Dade, State of Florida 33130 and the name of its initial registered agent at such office is S. Lawrence Kahn, III.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified is:

S. Lawrence Kahn, III
80 S.W. 8th Street
Suite 1870
Miami, Florida 33130

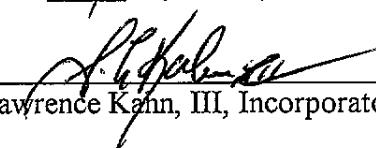
ARTICLE VII

The name of the Incorporator is S. Lawrence Kahn, III and the address of the Incorporator is 80 S.W. 8th Street, Suite 1870, Miami, Florida 33130.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24 day of May, 2001.


S. Lawrence Kahn, III, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BILTMORE ESTATES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

S. Lawrence Kahn, III


Registered Agent

Dated: May 24, 2001

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TALLAHASSEE, FLORIDA