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FLORIDA PROFIT CORPORATION OR P.A.

Forest & Lakes Plantation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

FOREST & LAKES PLANTATION, INC.

The undersigned, acting as incorporator of FOREST & LAKES PLANTATION, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is FOREST & LAKES PLANTATION, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

Forest & Lakes Plantation, Inc., c/o
Northern Trust Bank of Florida N.A.
700 Brickell Avenue, Miami, FL 33131
Attn: Nancy Williams Stroh

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 750 shares of common stock having a par value of \$0.01 per share.

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ARTICLE VI. LIMITATION OF AUTHORITY

The authority of the corporation, its shareholders and directors, are subject to the following:

(a) The corporation may wind up its affairs and dissolve pursuant to a resolution adopted by the affirmative vote of the holders of record of a majority of each class of shares entitled to vote thereon, at a meeting of shareholders called for such purpose;

(b) The corporation may repurchase its authorized and outstanding shares, regardless of class, from time to time, to such extent, in such manner, and upon such terms as its Board of Directors shall determine; provided, however, that the corporation shall not repurchase any of its shares if, after such purchase, its assets would be less than its liabilities plus stated capital; and

(c) No holder of shares of the corporation shall be entitled, as a matter of right, to exercise any preemptive rights, to subscribe for or purchase shares of any class now or hereafter authorized which are convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights to subscribe or purchase shares at such price or prices and upon such terms and conditions as the Board of Directors in its discretion from time to time may approve and authorize.

ARTICLE VII. DEALING WITH DIRECTOR

A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; and any transaction, contract, or act of the corporation shall not be void or voidable or be in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be made known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract or act shall be taken; and any such director or officer shall not be held accountable or responsible to the corporation, or for any gains or profits realized by him or her by reason of the fact that he or she or any firm of which he or she is a member, or any corporation of

which he or she is a shareholder, officer or director, is interested in such transaction, contract or act. Any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such transaction, contract or act, and may vote thereat to authorize, ratify or approve any such transaction, contract or act, with like force and effect as if he or she or any firm of which he or she is a member, or any corporation of which he or she is a shareholder, officer or director, were not interested in such transaction, contract or act.

ARTICLE VIII. AMENDMENT OF ARTICLES

These Articles of Incorporation, or any part thereof, may be amended, altered, changed or repealed by the affirmative vote of the holders of the majority of each class of shares entitled to vote thereon at a meeting of the shareholders of the corporation called for such purpose.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

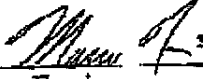
ARTICLE X. INCORPORATOR

The name and street address of the incorporator are Marco Ferri, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 24th day of September, 2001.



Marco Ferri
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

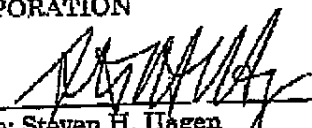
That FOREST & LAKES PLANTATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Avenue, Suite 8000, Miami, Florida 33181 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 24 day of Sept., 2001.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Steven H. Ilgen
Title: Vice President

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