

Division of Corporations

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FLORIDA PROFTT CORPORATION OR P.A.

ABRAMS PROPERTIES GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**ABRAMS PROPERTIES GROUP, INC.
A Florida Profit Corporation**

The undersigned, for purposes of forming a business corporation under the provisions of Florida Statutes Chapter 607, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is Abrams Properties Group, Inc.

**ARTICLE II
DURATION**

The period of duration shall be perpetual.

**ARTICLE III
PRINCIPAL ADDRESS**

The address of the principal office and the mailing address of the office of the Corporation is: 1050 S.E. 6th Court, Dania Beach, Florida 33004.

**ARTICLE IV
PURPOSE**

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**ARTICLE V
CAPITAL STOCK**

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1050 S.E. 6th Court, Dania Beach, Florida 33004, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be: Scott W. Abrams.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The name and address of the persons who are to serve as the members of the initial board of directors are:

Scott W. Abrams

1050 S.E. 6th Court, Dania Beach, Florida 33004

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is: Scott W. Abrams - 1050 S.E. 6th Court, Dania Beach, Florida 33004.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the Corporation to the full extent not prohibited by law.

ARTICLE X
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE XI
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator on the 28 day of November, 2001.



SCOTT W. ABRAMS
Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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



SCOTT W. ABRAMS
Registered Agent

Dated: November 28, 2001.

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