

P02000007815
FILED

02 JAN 22 PM 4:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000020351 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)208-0381

From:
Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305)371-2700
Fax Number : (305)358-5744

FLORIDA PROFIT CORPORATION OR P.A.

S/ANDREWS AVENUE PROPERTY INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

1542780-0001
ATTN: MWAGOR

FILED

02 JAN 22 PM 4:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
S/ANDREWS AVENUE PROPERTY INC.

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

ARTICLE 1

The name of the corporation shall be S/ANDREWS AVENUE PROPERTY INC., a Florida corporation.

ARTICLE 2

This corporation shall have perpetual existence until dissolved by law.

ARTICLE 3

The general purpose of the corporation is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 4

The principal place of business and mailing address of this corporation shall be:

300 S.E. 2nd Street

Ft. Lauderdale, Florida 33301

ARTICLE 5

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Shares (1,000) of common stock with a par value of ONE (\$1.00) Dollar per share.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE 6

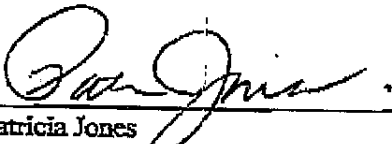
The name and address of the initial registered agent is:

Patricia Jones

300 S.E. 2nd Street

Ft. Lauderdale, Florida 33301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Patricia Jones
Registered Agent

ARTICLE 7

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and his name and address is as follows:

Terry W. Stiles
300 S.E. 2nd Street
Ft. Lauderdale, Florida 33301

ARTICLE 8

The name and address of the incorporator to these Articles of Incorporation is:

Patricia Jones
300 S.E. 2nd Street
Ft. Lauderdale, Florida 33301

Fax Audit No. H02000020351

ARTICLE 9

The initial officers of the Corporation as appointed by the Board of Directors shall be:

President	Terry W. Stiles
Vice President/Treasurer	Douglas P. Eagon
Vice President/Secretary	Patricia Jones
Vice President	Stephen R. Palmer
Vice President	James W. Stine
Vice President	Rocco Ferrara
Vice President	Dennis F. O'Shea

ARTICLE 10

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be disclosed or shall have been 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 such contact or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contact or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

Fax Audit No. H02000020351

ARTICLE 11

A. **Stockholder Agreements:** The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. **Indemnification of Directors and Officers.** The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. **Director's Liability:** No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

01/22/2002 16:14 FAX 305 358 5766

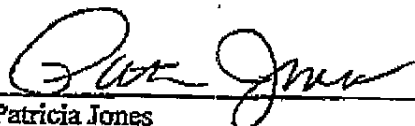
WHITE & CASE LLP

007/007

Fax Audit No. H02000020351

ARTICLE 12

These Articles of Incorporation may be amended upon approval by a vote of Fifty-One percent (51%) of the stock entitled to vote at a duly called shareholders meeting.



Patricia Jones
Incorporator and Registered Agent

Dated: January 22, 2002

Fax Audit No. H02000020351