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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

**FLORIDA PROFIT CORPORATION OR P.A.**

**SDS Real Property Holdings GP, Inc.**

Certificate of Status	0
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02 APR 30 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 511

H02-123360

**ARTICLES OF INCORPORATION  
OF  
SDS REAL PROPERTY HOLDINGS GP. INC.**

**ARTICLE I - NAME**

The name of this corporation is SDS Real Property Holdings GP, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

4736 N. Bay Road  
Miami Beach, Florida 33140.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

1200 South Pine Island Road  
Plantation, Florida 33324;

and the name and address of the initial registered agent of this corporation are:

C T Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324.

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**ARTICLE VI – COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE VII – INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

Edward Porter  
4736 N. Bay Road  
Miami Beach, Florida 33140

Anna Lee Porter  
4736 N. Bay Road  
Miami Beach, Florida 33140.

**ARTICLE VIII – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

Edward Porter  
4736 N. Bay Road  
Miami Beach, Florida 33140.

**ARTICLE IX – BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE X – INDEMNIFICATION**

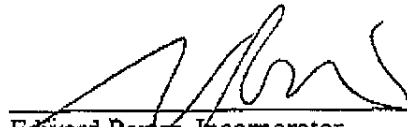
This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

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**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 30th day of April, 2002



  
Edward Porter, Incorporator

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## ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of SDS REAL PROPERTY HOLDINGS CP, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated April 30, 2002))

  
C T CORPORATION SYSTEM  
Peter F. Souza  
Special Assistant Secretary

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