

SHARI OLEFSON, ESQUIRE

PROFESSIONAL ASSOCIATION  
15 SOUTHEAST NINTH AVENUE  
FORT LAUDERDALE, FLORIDA 33301

FILED  
02 AUG 21 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- LLM Real Property, Land  
Development and Finance Law
- Board Certified Real Estate Specialist
- Member of the Florida Bar and  
District of Columbia Bar

Telephone  
954-467-2519

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954-467-9301  
954-467-0841

PO20000091082

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee FL 32399  
SENT VIA UPS

August 13 2002

Re: Filing Articles of Incorporation

900007258139--1  
-09/22/02--01004--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madame:

Enclosed please find Articles of Incorporation and this firm's check in the amount of \$70.00.  
Please file the Articles and return evidence thereof in the enclosed self-addressed stamped  
envelope.

Please call promptly if there are any questions or problems.

Thank you

Shari Olefson, P.A.

By:

Shari B. Olefson, Esquire

W-23783

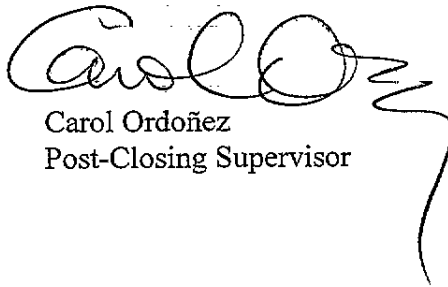
Beth Register  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

8/20/02

Dear Beth Register or Stacey,

Please find check for \$70 for filing Articles of Inc for: Hanley-Kahn Three, Inc. Docs being held until check received per Beth. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Carol Ordoñez", with a long, sweeping flourish extending from the bottom right of the signature.

Carol Ordoñez  
Post-Closing Supervisor

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ARTICLES OF INCORPORATION  
OF  
HANLEY - KAHN THREE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator subscribing to these Articles of Incorporation subscribing to these Articles of Incorporation, a person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: HANLEY - KAHN THREE, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock each share having One Dollar (\$1.00) par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is One Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of the Corporation is to be at: C/O PINK PALM, 737 LINCOLN ROAD, MIAMI BEACH, FLORIDA 33139. The Board of Directors may, from time to time, move the principal office to any other location or address in Florida.

ARTICLE VII - DIRECTORS

The Corporation initially shall have one director. The number of directors may be decreased or increased from time to time by the Bylaws adopted by the Board of Directors of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors who shall hold office until their successors are elected and have been qualified are:

NAME	ADDRESS
RICK HANLEY	11 ISLAND AVENUE APT 1009 MIAMI BEACH FL 33139
PAUL KAHN	9 ISLAND AVENUE APT 2204 MIAMI BEACH FL 33139

#### ARTICLE IX - INCORPORATION

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
RICK HANLEY	11 ISLAND AVENUE APT 1009 MIAMI BEACH FL 33139

#### ARTICLE X - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is:

NAME	ADDRESS
RICK HANLEY	11 ISLAND AVENUE APT 1009 MIAMI BEACH FL 33139

#### ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing.

#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors of the Corporation, as may be, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the shares entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE XIII - BYLAWS

The Corporation shall adopt a set of Bylaws to govern the business and affairs of the Corporation. Wherever the Bylaws of the Corporation differ from or conflict with the provisions of these Articles of Incorporation, the provisions of these Articles of Incorporation shall govern.

FILED

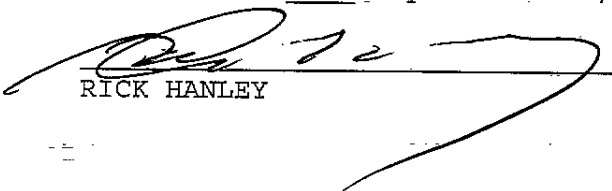
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XIV - LIABILITY

No officer or Director shall have any personal liability for any Corporation debt or obligation.

IN WITNESS WHEREOF, We have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 8 day of AUGUST, 2002.

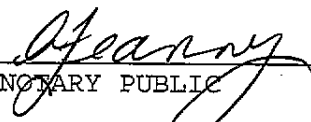
  
RICK HANLEY

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the County and State aforesaid, this day personally appeared RICK HANLEY who executed these Articles of Incorporation and She acknowledged before me that HE/SHE executed the same freely and voluntarily and for the uses and purposes therein expressed for each.

WITNESS my hand and official seal in the County and State last aforesaid this 8 day of AUGUST, 2002.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES; July 1, 2006



Allyson Feanny  
My Commission **00138489**  
Expires July 01, 2006

ACCEPTANCE OF REGISTERED AGENT

Designation as initial registered agent for the foregoing corporation is hereby acknowledged and accepted as of this 8 day of AUGUST, 2002.

  
RICK HANLEY

SHARI OLEFSON, ESQUIRE

PROFESSIONAL ASSOCIATION  
15 SOUTHEAST NINTH AVENUE  
FORT LAUDERDALE, FLORIDA 33301

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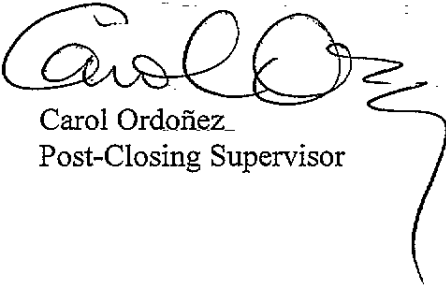
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RICK HANLEY

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the County and State aforesaid, this day personally appeared RICK HANLEY who executed these Articles of Incorporation and She acknowledged before me that HE/SHE executed the same freely and voluntarily and for the uses and purposes therein expressed for each.

WITNESS my hand and official seal in the County and State last aforesaid this 8 day of AUGUST, 2002.

  
NOTARY PUBLIC

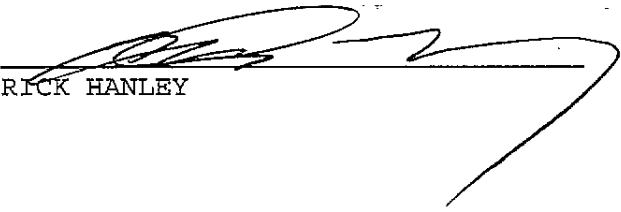
MY COMMISSION EXPIRES; July 1, 2006



Allyson Feanny  
My Commission DD136489  
Expires July 01, 2006

ACCEPTANCE OF REGISTERED AGENT

Designation as initial registered agent for the foregoing corporation is hereby acknowledged and accepted as of this 8 day of AUGUST, 2002.

  
RICK HANLEY