

P03000017605

Florida Department of State
Division of Corporations
Public Access System

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.

((H03000051209 2)))

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) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

shw 1225 partners, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 13 AM 8:58

2-14-03
[Signature]

H 03000051209
ARTICLES OF INCORPORATION
OF
SHW 1225 PARTNERS, INC.

03 FEB 13 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

SHW 1225 Partners, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share. Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

H 03000051209

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the Corporation is:

2665 South Bayshore Drive
Suite 420
Miami, Florida 33133

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Stephen J. Helfman
2665 South Bayshore Drive
Suite 420
Miami, Florida 33133

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than three (3).

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial Directors of this Corporation and street addresses are:

Stephen J. Helfman
2665 South Bayshore Drive
Suite 420
Miami, Florida 33133

Joseph H. Serota
2665 South Bayshore Drive
Suite 420
Miami, Florida 33133

Richard Jay Weiss
2665 South Bayshore Drive
Suite 420
Miami, Florida 33133

ARTICLE IX. INCORPORATOR.

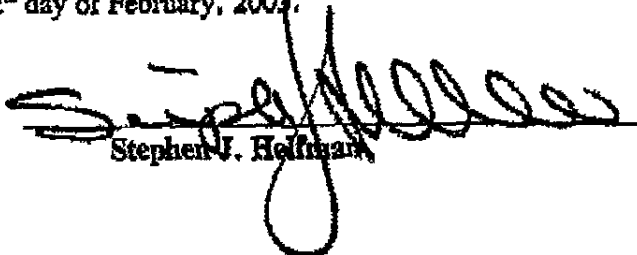
The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

Stephen J. Helfman
2665 South Bayshore Drive
Suite 420
Miami, Florida 33133

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 12th day of February, 2003.


Stephen J. Helfman

FILED

03 FEB 13 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOTAL P.05

**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 Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That SHW 1225 Partners, Inc., desiring to organize under the laws of the State of Florida, has named Stephen J. Helfman, 2665 South Bayshore Drive, Suite 420, Miami, Florida 33133, Miami-Dade County, State of Florida, as agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, Stephen J. Helfman hereby accepts the appointment, acknowledges that he is familiar with and accepts the obligations of that position, and agrees to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Dated this 12th day of February, 2003.


Stephen J. Helfman

H 03000051209