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FLORIDA PROFIT CORPORATION OR P.A.

Douglas Road Investments, Inc.

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**ARTICLES OF INCORPORATION
OF
DOUGLAS ROAD INVESTMENTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article I

The name of the corporation is **DOUGLAS ROAD INVESTMENTS, INC.**, and its address is 232 Andalusia, Suite 300, Coral Gables, Florida 33134.

Article II

The duration of the corporation shall be perpetual.

Article III

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern:

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as the outside manager of Douglas Road Partners, LLC, a Florida limited liability company (the "Company") whose purpose is to acquire the leasehold of a parcel of real property, together with all improvements located thereon, located at 1500 Douglas Road, in the City of Coral Gables, State of Florida (the "Property") and own, hold, sell, assign, transfer, operate, sub-lease, mortgage, pledge and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the Florida Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Article IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Article V

Registered Office and Agent

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial registered agent at such address is Steven W. Simon.

Article VI

Directors

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Ralph A. Sanchez
232 Andalusia, Suite 300
Coral Gables, Florida 33134

Article VII

Incorporator

The name and address of the Incorporator is:

Steven W. Simon
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

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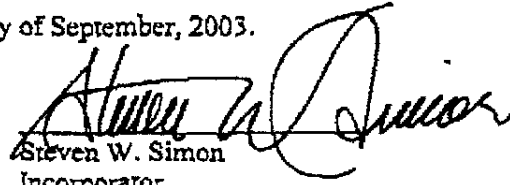
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Article VIII

Indemnification

The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 10th day of September, 2003.


Steven W. Simon
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Douglas Road Investments, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: September 10, 2003

Name: 
Steven W. Simon