

SEP. 26, 2003

5:52AM

NO. 502

.1/4

SEP-26-03 05:14PM

FROM-AKERMANN SENTERFITT

854032224

T-000 P-01/04

T-848

PD3000/05697

**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.

(((H03000284839 5)))

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 : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : T19980000010
Phone : (954) 463-2700
Fax Number : (954) 463-2224**

FLORIDA PROFIT CORPORATION OR P.A.

DOWNTOWN ONE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

✓
D. WHITE SEP 26 2003

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
03 SEP 26 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
08 SEP 26 AM 7:52
DIVISION OF CORPORATION

SEP-25-03 08:14PM FROM-AKERMANN SENTERFITT
H03000284839 5

0544832224

T-066 P.02/04 F-849

FILED

03 SEP 26 AM 9:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA**ARTICLES OF INCORPORATION
OF
DOWNTOWN ONE, INC.**

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

**ARTICLE I
NAME**

The name of the corporation is **DOWNTOWN ONE, INC.** (hereinafter called the "Corporation").

**ARTICLE II
SPECIAL PURPOSE**

The Corporation is organized solely to serve as managing member of Downtown Fifth, LLC a Florida Limited Liability Company, ("Borrower") with all the rights, powers, obligations and liabilities of the managing member under the Limited Liability Agreement of Borrower and to take any action necessary to accomplish the same. The Corporation shall not acquire or own any assets other than its interest in Borrower. The Corporation shall engage in no other business or activity, it shall have no other purpose, and it shall not incur, create, or assume any indebtedness or liabilities, secured or unsecured, direct or contingent.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

75 N.E. 6th Avenue, Suite 214
Delray Beach, Florida 33483

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

{FT196473;1}

H03000284839 5

SEP-25-03 05:14PM FROM-AKERMAN SENTERFITT
H03000284839 5

0544532224

T-055 P.03/04 F-040

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 75 N.E. 6th Avenue, Suite 214, Delray Beach, Florida. The name of the Corporation's initial registered agent at that office is: Jim Zengage.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Jim Zengage
75 N.E. 6th Avenue, Suite 214
Delray Beach, Florida

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of September, 2003.


Jim Zengage, Sole Incorporator

FT156473.13

H03000284839 5

SEP.26.2003 6:53AM

NO.502 P.4/4

SEP-26-03 06:18PM FROM-AKERMAN SENTERFITT

8544632224

T-066 P.04/04 F-848

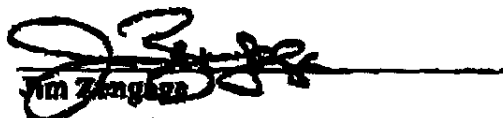
H03000284839 5

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **DOWNTOWN ONE, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25 day of September, 2003.


Jim Zangara

FILED
03 SEP 26 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(PT196473-1)

H03000284839 5