

Florida Department of State

Division of Corporations
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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG

Account Number: 119990000180 Phone: (305)357-5775

Fax Number : (305)357-5534

FLORIDA PROFIT CORPORATION OR P.A.

DEZER SOUTH ONE, INC.

Certificate of Status	0
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10/24/2003

FAX NO. 3053575762

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ARTICLES OF INCORPORATION

OF

DEZER SOUTH ONE, INC.

ARTICLE I - NAME

The name of this corporation is DEZER SOUTH ONE, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares	Par Value Per	Class of
Authorized	Share	Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every sharcholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

18101 Collins Avenue Sunny Isles Beach, FL 33160 OCT-24-03 FRI 09:56 AM FIELDSTONE LESTER &SHEAR

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

Name

Address

Ronald R. Fieldstone

201 Alhambra Circle

Suite 601

Coral Gables, FL 33134

ARTICLE VI - COMMENCEMENT

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

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name

Address

Leslie Salmon

18101 Collins Avenue

Sunny Isles Beach, FL 33160

ARTICLE VIII - INCORPORATOR

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

Name

Address

David Shear

201 Alhambra Circle

Suite 601

Coral Gables, FL 33134

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

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 subscriber has executed these Articles of Incorporation this 23 to day of ________, 2003.

David Shear Incorporator H03000303338 3

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

DEZER SOUTH ONE, INC.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone 201 Alhambra Circle Suite 601 Coral Gables, FL 33134 03 OCT 24 PM 2:51 SECHLIBERY OF STATE TALLAHASSEE, FLORIO

David Shear

Title: Incorporator

Date: October 23, 2003.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Ronald R. Fieldstone

Date: October 23, 2003.

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