

04-29-04

12:2

From: ACKERMAN, LINK & SARTORY

T-561838

05

T-

PO4000070446

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.

((H04000093551 3)))

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 : ACKERMAN, LINK & SARTORY, P.A.
Account Number : 110435002274
Phone : (561) 838-4100
Fax Number : (561) 838-5305

FLORIDA PROFIT CORPORATION OR P.A.

AJC MERCEDE CORP.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

✓
4/30/04

H04000093551 3

FILED

ARTICLES OF INCORPORATION 04 APR 29 AM 10:16

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJC MERCEDE CORP.

ARTICLE I
NAME

The name of the corporation is AJC Mercede Corp.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of serving as the managing member of MERCEDE REALTY ASSOCIATES, LLC, a Florida limited liability company.

ARTICLE IV
ADDRESS

The principal place of business and street address of the corporation shall be:

4400 PGA Boulevard
Suite 305
Palm Beach Gardens, FL 33410

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of \$1.00 par value per share common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4400 PGA Boulevard, Suite 305, Palm Beach Gardens, FL 33410, and the name of the initial registered agent of the corporation at that address is Richard Baer.

Wendy Sartory Link
FL Bar Number: 0000670
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401
Tel: (561) 838-4100

H04000093551 3

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2). The names and addresses of the initial directors of the corporation are listed below:

Andrew J. Cohen c/o Cohen & Co., Inc. Real Estate
11 East 44th Street
New York, New York 10017

Richard Baer 4400 PGA Boulevard
Suite 305
Palm Beach Gardens, FL 33410

ARTICLE VIII
INCORPORATOR

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

Andrew J. Cohen c/o Cohen & Co., Inc. Real Estate
11 East 44th Street
New York, New York 10017

ARTICLE IX
POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

H04000093551 3

Wendy Sartory Link
FL Bar Number: 0000670
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401
Tel: (561) 838-4100

H04000093551 3

ARTICLE XI
INDEMNIFICATION

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

THESE ARTICLES OF INCORPORATION have been executed on

April 13, 2004.



ANDREW J. COHEN

H04000093551 3

Wendy Sartory Link
FL Bar Number: 0000670
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401
Tel: (561) 838-4100

H04000093551 3

FILED

04 APR 29 AM 10:16

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

CLERK OF STATE
TALLAHASSEE, FLORIDA

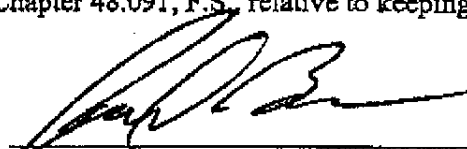
The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

AJC MERCEDE CORP. desiring to organize under the laws of the State of Florida with
its registered office address, as indicated in the Articles of Incorporation, as 4400 PGA
Boulevard, Suite 305, Palm Beach Gardens, FL 33410, has named Richard Baer as its agent to
accept service of process within this State.

ACKNOWLEDGMENT

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 to act in this capacity
and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open such
office.

DATED: 4/28/04


RICHARD BAER

H04000093551 3

Wendy Sartory Link
FL Bar Number: 0000670
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401
Tel: (561) 838-4100

G:\EDSISS\DOCS\707\707015\9F2280.WPD