

Sent by: STEARNS WEAVER

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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Smathers Plaza, Inc.

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**ARTICLES OF INCORPORATION  
OF  
SMATHERS PLAZA, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is SMATHERS PLAZA, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 7483 S.W. 24<sup>th</sup> Street, Suite 209, Miami, Florida 33155.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of four person(s). The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Alben Duffie	Black Business Association 6013 N.W. 7 <sup>th</sup> Avenue, 2 <sup>nd</sup> Floor Miami, Florida 33127

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<u>Name</u>	<u>Address</u>
Allen D. Fuller	Fuller & Suarez, P.A. 201 Alhambra Circle, Suite 602 Coral Gables, Florida 33134
Pamela Elfenbein, PhD	Florida International University Center on Aging 3000 N.E. 151 Street, AC1-234 North Miami, Florida 33181
Daniel A. Rosemond	18804 N.W. 79 <sup>th</sup> Way Haileah, Florida 33015

#### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

#### ARTICLE IX - INDEMNIFICATION

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

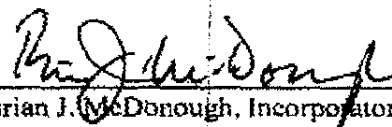
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ARTICLE X - AMENDMENT

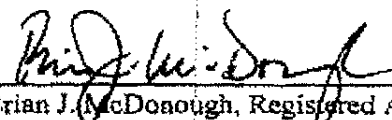
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of August, 2004.

  
Brian J. McDonough, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
Brian J. McDonough, Registered Agent

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