

**P05000043936**

Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)205-0381

*Vivian Rivero*

*## (Richard Goldstein)*

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

**FLORIDA PROFIT CORPORATION OR P.A.**

**420 Lincoln Road Development Group, Inc.**

Certificate of Status	1
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Page Count	03
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TALLAHASSEE, FLORIDA

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Fax Audit No.: H05000070338 3

**ARTICLES OF INCORPORATION  
OF  
420 LINCOLN ROAD DEVELOPMENT GROUP, INC.**

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I - NAME**

The name of this corporation is 420 Lincoln Road Development Group, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

420 Lincoln Road, Suite 380  
Miami Beach, FL 33139.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$0.01.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

420 Lincoln Road, Suite 380  
Miami Beach, Florida 33139;

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

PLC Investments, Inc.  
420 Lincoln Road, Suite 380  
Miami Beach, Florida 33139.

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#### **ARTICLE VI -- COMMENCEMENT**

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

#### **ARTICLE VII -- INCORPORATOR**

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

**Name**

Paul L. Cejas

**Address**

420 Lincoln Road, Suite 380  
Miami Beach, Florida 33139.

#### **ARTICLE VIII -- BY-LAWS**

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

#### **ARTICLE IX -- INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

#### **ARTICLE X -- 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.

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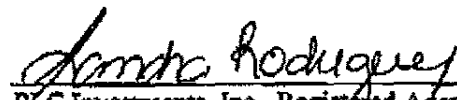
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator, as of the 22<sup>nd</sup> day of March, 2005.

  
Paul L. Cajas, Incorporator

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: March 22, 2005.

  
DLC Investments, Inc., Registered Agent  
Vice President

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