

JUL-07-05 11:19 From: AKERMAN SENTERFITT

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Division of Corporations

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**From: Rosa Wong, Paralegal**

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305)374-5600  
Fax Number : (305)374-5095

**Dear Filing Officer:**

Please file the attached Articles of Incorporation with today's date (7/7/05). Thank you.

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

**FLORIDA REPUBLIC DEVELOPMENT PARTNERS II, INC.**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF**

**FLORIDA REPUBLIC DEVELOPMENT PARTNERS II, 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 **FLORIDA REPUBLIC DEVELOPMENT PARTNERS II, INC.**, (hereafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is:

2210 S.W. 28<sup>th</sup> Street  
Miami, Florida 33133

**ARTICLE III  
PURPOSE**

The purpose for which the Corporation is organized is to transact any lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, par value \$0.01 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.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One Southeast Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

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**ARTICLE VI**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Julie A.S. Williamson, Esq, One Southeast Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE VII**  
**INDEMNIFICATION**

This Corporation shall indemnify the officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned being the Incorporator named above, has executed these Articles of Incorporation this July 7, 2005.

  
Julie A.S. Williamson, Incorporator

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**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 **FLORIDA REPUBLIC DEVELOPMENT PARTNERS II, 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.

7 IN WITNESS WHEREOF, the undersigned has executed this Certificate this July 2005.

AMERICAN INFORMATION SERVICES,  
INC.

By: 

Rosa Wong, Assistant Secretary  
Registered Agent's Signature

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