

Division of Corporations

Jim B.
09436

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

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FAX AUDIT NO. H050002451473

**ARTICLES OF INCORPORATION
OF
LNR PROPERTY PAYROLL CORP.**

ARTICLE I -- NAME

The name of this corporation is LNR PROPERTY PAYROLL CORP.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

1601 Washington Avenue
Suite 800
Miami Beach, Florida 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 Five Thousand (5,000) shares of common stock, all of which are to have a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

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

1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139;

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

Name

Zena M. Dickstein

Address

1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of 12:01 A.M. on October 14, 2005.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than three (3). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Jeffrey P. Krasnoff	1601 Washington Avenue, Suite 800 Miami Beach, Florida 33139
Ronald E. Schrager	1601 Washington Avenue, Suite 800 Miami Beach, Florida 33139.
Robert B. Cherry	1601 Washington Avenue, Suite 800 Miami Beach, Florida 33139.

ARTICLE VIII -- INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Zena M. Dickstein	1601 Washington Avenue Suite 800 Miami Beach, Florida 33139.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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ARTICLE X - 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 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 has executed these Articles of Incorporation as incorporator thereof and in acceptance of her appointment as registered agent therein as of the 14th day of October, 2005.


Zena M. Dickstein, Incorporator and
Registered Agent

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