

SUN. 22. 2006 3:36PM  
Division of Corporations

ACKERMAN, LINK & SARTORY

NO. 5938 P. 1/1  
Page 1 of 1

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Florida Department of State  
Division of Corporations  
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To:

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

From: **Attn: Vicki Fearon**

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

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**AJC Birmingham Roebuck Corp.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
AJC BIRMINGHAM ROEBUCK CORP.**

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**ARTICLE I  
NAME**

The name of the corporation is AJC BIRMINGHAM ROEBUCK CORP.

**ARTICLE II  
DURATION**

The corporation shall have a perpetual existence.

**ARTICLE III  
PURPOSE**

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

**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.

Myra Gendel  
FL Bar Number: 0375391  
Ackerman, Link & Sartory, P.A.  
222 Lakewood Avenue, Suite 1250  
West Palm Beach, Florida 33401  
Tel: (561) 838-4100

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**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.

**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  
% Cohen & Co., Inc. Real Estate  
9 East 40<sup>th</sup> Street, 10<sup>th</sup> Floor  
New York, NY 10016

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  
% Cohen & Co., Inc. Real Estate  
9 East 40<sup>th</sup> Street, 10<sup>th</sup> Floor  
New York, NY 10016

**ARTICLE IX**  
**POWERS**

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

Myra Gendel  
FL Bar Number: 0375391  
Ackerman, Link & Sartory, P.A.  
222 Lakeview Avenue, Suite 1250  
West Palm Beach, Florida 33401  
Tel: (561) 838-4100

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**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.

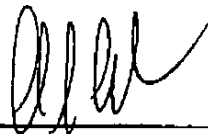
**ARTICLE XI**  
**INDEMNIFICATION**

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 June 22, 2006.

AJC BIRMINGHAM ROEBUCK CORP.,  
a Florida corporation

By:

  
\_\_\_\_\_  
ANDREW J. COHEN, Its President

\_\_\_\_\_

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

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

AJC BIRMINGHAM ROEBUCK 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: June 22, 2006

  
RICHARD BAER

Myra Gendel  
FL Bar Number: 0175391  
Ackerman, Link & Sartory, P.A.  
222 Lakeview Avenue, Suite 1230  
West Palm Beach, Florida 33401  
Tel (561) 838-4100

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