

MAY 9 2007 3:40PM
Division of Corporations

ACKERMAN LINK SARTORY

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From:

Account Name : ACKERMAN, LINK & SARTORY, P.A.
Account Number : 110435002274
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Attention: Vicki Fearon

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FLORIDA PROFIT/NON PROFIT CORPORATION

AJC HILLSBORO CORP.

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ARTICLES OF INCORPORATION
OF
AJC HILLSBORO CORP.

ARTICLE I
NAME

The name of the corporation is **AJC HILLSBORO CORP.**

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of serving as the managing member of HILLSBORO MARKETPLACE REALTY ASSOCIATES, LLC, a Florida limited liability company.

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.

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Myra Gendel
FL Bar Number: 0375391
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401
(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 By-Laws 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 40th Street, 10th 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 40th Street, 10th Floor
New York, NY 10016

ARTICLE IX
POWERS

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

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Myra Gendel
FL Bar Number: 0375391
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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 May 9, 2007.



ANDREW J. COHEN

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Myra Gendel
FL Bar Number: 0375391
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401
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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 HILLSBORO 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: May 9, 2007



RICHARD BAER

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Myra Gendel
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