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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

SHOPPES OF HONEY CREEK SPRING MEMBER I, INC.

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ARTICLES OF INCORPORATION
OF
SHOPPES OF HONEY CREEK SPRING MEMBER I, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this Corporation is Shoppes of Honey Creek Springing Member I, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - BUSINESS AND PURPOSE

This Corporation is organized for the following purposes:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is set forth below, which office may be changed from time to time by the Directors of the Corporation:

3700 Airport Road, Suite 401
Boca Raton, Florida 33431

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2101 West Commercial Boulevard, Suite 2800, Fort Lauderdale, Florida 33309 and the name of the initial registered agent of this corporation at that address is Robert S. Forman, Esquire.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Kenneth L. Shimm
3700 Airport Road, Suite 401
Boca Raton, Florida 33431

ARTICLE IX - INCORPORATOR

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

Robert S. Forman, Esquire
2101 West Commercial Boulevard
Suite 2800
Fort Lauderdale, Florida 33309

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full 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 hereto, and any right conferred upon the shareholders subject to this reservation.

(Signature Page follows)

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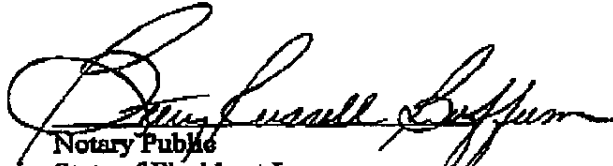
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of November, 2007.


Robert S. Forman, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert S. Forman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 day of November, 2007.


Notary Public
State of Florida at Large

My Commission Expires:



Betty Russell Buffum
Commission # DD424031
Expires June 30, 2009
Bonded Tray Pak - Notaries, Inc. 800-385-7019

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DESIGNATION OF REGISTERED AGENT FOR
SHOPPES OF HONEY CREEK SPRING MEMBER I, INC.

In compliance with Section 48.091, Florida Statutes, Shoppes of Honey Creek Springing Member I, Inc., desiring to organize and qualify under the laws of the State of Florida, hereby names Robert S. Forman, Esquire, located at 2101 West Commercial Boulevard, Suite 2800, Fort Lauderdale, Florida 33309 as its agent to accept service of process within Florida.

DATED: November 14, 2007


Robert S. Forman, Esquire
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: November 14, 2007


Robert S. Forman, Esquire
Registered Agent

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