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Account Name : GUNSTER, YOAKLEY & STEWART, P.A.
Account Number : I19990000012
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FLORIDA PROFIT/NON PROFIT CORPORATION

REXFORD SOUTH FLORIDA, INC.

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DATE: March 18, 2008

TO: Division of Corporations **FIRM:** Florida Department of State **FAX NO:** 850-617-6381

PHONE NO:

FROM: Jason K. Lamberton, Paralegal

PHONE NO: (954)712-1476

E-MAIL: jlamberton@gunster.com **FAX NO.:** (954) 888-2059

CLIENT NO: 29934.00001

6 PAGES INCLUDING COVER

MESSAGE:

*******PLEASE DISREGARD PRIOR TWO FAXES WITH TYPO FOR THIS ENTITY*******

Dear Sir or Madam:

Attached are the Articles of Incorporation for **Rexford South Florida, Inc.**

Please contact me if you have any questions.

Thank You.

FTL 339566.1

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**ARTICLES OF INCORPORATION
OF
REXFORD SOUTH FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Rexford South Florida, Inc.

**ARTICLE II
DURATION AND EXISTENCE**

This corporation shall exist perpetually.

**ARTICLES III
PURPOSE**

The purpose of this corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of this corporation is Rexford South Florida, Inc., 318 South Powerline Road, Deerfield Beach, FL 33442.

THIS DOCUMENT PREPARED BY:

Gunster, Yoakley & Stewart, P.A.
450 East Las Olas Blvd., Suite 1400
Fort Lauderdale, FL 33301

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ARTICLE V
SHARES

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock each having \$0.01 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 450 East Las Olas Blvd., Suite 1400, Fort Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is GY Corporate Services, Inc.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of this corporation are:

Wolf Huettemann
c/o DMI Property Services, Inc.
318 South Powerline Road
Deerfield Beach, FL 33442

ARTICLE VIII
INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid

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by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

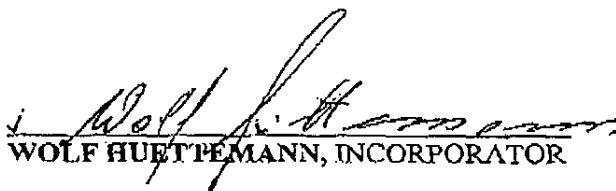
ARTICLE IX
BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE X
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 is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 18th day of March, 2008.


WOLF HUETTEMANN, INCORPORATOR

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for GY Corporate Services, Inc., a Florida corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and undersigned further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 18, 2008.

GY CORPORATE SERVICES, INC.

By: ✓

MARTIN R. PRESS, ESQ.
VICE PRESIDENT

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