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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

ICC Norfolk Flexxoffice 22, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
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| NEW FILINGS | |
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| | Other |

| AMENDMENTS | |
|------------|------------------------------------|
| | Amendment |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Reports |
| | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| | Foreign |
| | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |

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FAX AUDIT NO.:

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**ARTICLES OF INCORPORATION
OF
ICC NORFOLK FLEXXOFFICE 22, INC.
a Florida corporation**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes ("FBCA"), hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is ICC Norfolk FlexxOffice 22, Inc.

ARTICLE II

ADDRESS

The principal office and mailing address of the Corporation is:

1400 N.W. 107th Avenue
Adler Plaza, 5th floor
Miami, Florida 33172
c/o The Adler Group

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin on the date these Articles of Incorporation are filed with the Florida Department of State.

FAX AUDIT NO.:

ARTICLE IV

PURPOSE

The Corporation may have any purpose, and engage in any and all activities, in which Corporations may engage under the FBCA.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$0.001 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1400 N.W. 107th Avenue, Adler Plaza, 5th floor, Miami, Florida 33172-2704, c/o The Adler Group. The name of the initial Registered Agent of the Corporation at that address is Linda K. Adler.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors, to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The initial directors of the Corporation are Michael M. Adler and Matthew L. Adler.

FAX AUDIT NO.:

ARTICLE VIII

DIRECTORS AND OFFICERS NOT PERSONALLY LIABLE

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director that breaches or fails to perform his or her duties as a director and such breach or failure constitutes (i) any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; a judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (iii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iv) a circumstance under which the liability provisions of § 607.0834 of the FBCA are applicable; (v) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or (vi) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness (as defined in FBCA § 607.0831) or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. If the FBCA is hereafter amended to permit further

FAX AUDIT NO.:

elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any repeal or modification of this Article VIII by the Shareholders of the Corporation or otherwise shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

SPECIAL PROVISIONS REGULATING INTERNAL AFFAIRS

A unanimous vote of the Board of Directors of the Corporation shall be required for the Corporation, for itself, or, during such time as the Corporation serves as the General Partner of ICC Norfolk 22, LLC, a Florida limited partnership (the "Partnership"), on behalf of the Partnership, to take any of the following actions:

- (a) causing the Corporation or Partnership to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or Partnership adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the

FAX AUDIT NO.:

Corporation or Partnership of its debts under any federal or state law relating to bankruptcy;

(f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or Partnership or for a substantial portion of the properties of the Corporation or Partnership;

(g) making any assignment for the benefit of the Corporation's or Partnership's creditors; or

(h) taking any action or causing the Partnership to take any action in furtherance of any of the foregoing.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles as Incorporator are as follows:

Name

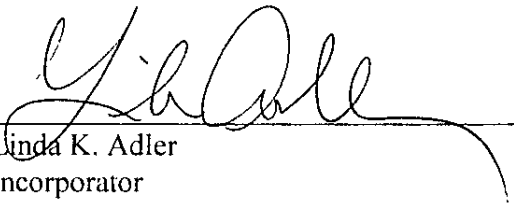
Address

Linda K. Adler

1400 N.W. 107th Avenue
Adler Plaza, 5th floor
Miami, Florida 33172
c/o The Adler Group

FAX AUDIT NO.:

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
14th day of October, 2008.



Linda K. Adler
Incorporator

FAX AUDIT NO.:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept appointment as the initial Registered Agent of ICC Norfolk FlexxOffice 22, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of ICC Norfolk FlexxOffice 22, Inc.

Date: October 14, 2008


Linda K. Adler
Initial Registered Agent

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