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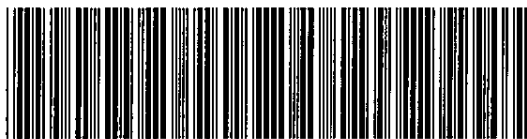
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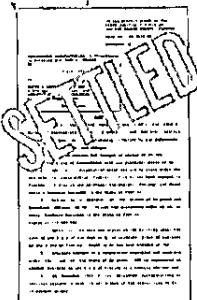


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08 OCT 31 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/31



# MEDIATION, INC.

One Financial Plaza, 18th Floor  
Fort Lauderdale, FL 33394

Please Reply To:  
P.O. Box 4978  
Fort Lauderdale, FL 33338

Mediation Facilities:  
Ft. Lauderdale  
Miami  
West Palm Beach  
Stuart

(954) 764-1000  
FAX (954) 767-0505  
USA (800) 741-7000  
[www.mediationinc.com](http://www.mediationinc.com)

October 29, 2008

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation UTM REALTY, INC.

Gentlemen:

Enclosed please find two original Articles of Incorporation for filing,  
together with the \$78.75 filing fee.

Please return one certified copy of the undersigned. Thank you for  
your attention to this matter.

Very truly yours,

Nancy Hodges

:nlh

ARTICLES OF INCORPORATION  
OF  
UTM REALTY, INC.

FILED  
08 OCT 31 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be UTM REALTY, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The specific nature of the business to be transacted by this Corporation shall be any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock, par value One Dollar (\$1.00).

This instrument prepared by:  
James B. Chaplin, Attorney at Law  
One Financial Plaza, 18<sup>th</sup> Floor  
Fort Lauderdale, Florida 33394  
(954) 764-1000  
Florida Bar No. 110628

ARTICLE IV  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V  
REGISTERED AGENT & INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida are:

Nancy Chaplin  
One Financial Plaza, 18<sup>th</sup> Floor  
Fort Lauderdale, Florida 33394

ARTICLE VI  
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is One Financial Plaza, 18<sup>th</sup> Floor, Fort Lauderdale, Florida 33394.

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by by-laws by the director(s), but shall never be less than one (1).

ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the initial director of this Corporation shall be:

Nancy Chaplin, One Financial Plaza, 18<sup>th</sup> Floor,  
Fort Lauderdale, Florida 33394

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and

has qualified, whichever occurs first.

## ARTICLE IX

### DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contact or transaction, or that her or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committed, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the share holders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE X  
INDEMNIFICATION

The Corporation shall be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0880 of the Florida Statutes, as amended.

ARTICLE XI  
INCORPORATORS

The name of the person signing these Articles of Incorporation as the Incorporator is Nancy Chaplin.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation of UTM REALTY, this 29th day of October, 2008.

  
\_\_\_\_\_  
NANCY CHAPLIN

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me on October 29th, 2008, by Nancy Chaplin, as Incorporator.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA  
Jodi Klebenoff  
Commission #DD698204  
Expires: OCT. 30, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND OFFICE FOR SERVICE OF PROCESS  
OF  
UTM REALTY**

UTM REALTY, a corporation existing under the laws of the State of Florida, with its principal office at One Financial Plaza, 18<sup>th</sup> Floor, Fort Lauderdale, Florida 33394, has named NANCY CHAPLIN as its agent to accept service of process within the State of Florida.

**ACCEPTANCE**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.

  
\_\_\_\_\_  
Nancy Chaplin

**FILED**  
08 OCT 31 PM 1:48  
CLERK OF STATE  
TALLAHASSEE, FLORIDA