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Florida Department of State
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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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**FLORIDA PROFIT/NON PROFIT CORPORATION
EQUITY ONE (MEZZANINE PORTFOLIO) INC.**

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18th MAY 25 2011

ARTICLES OF INCORPORATION
OF
EQUITY ONE (MEZZANINE PORTFOLIO) INC.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is EQUITY ONE (MEZZANINE PORTFOLIO) INC. (the "Corporation").

ARTICLE II - CORPORATE ADDRESS

The principal address and mailing address of the Corporation is 1600 NE Miami Gardens Drive, North Miami Beach, Florida 33179.

ARTICLE III - CAPITAL STOCK

The Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the registered agent at such address is Corporation Service Company.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of at least one director with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The initial members of the Board of Directors are Jeffrey Olson and Arthur L. Gallagher.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is as follows: Aaron Kitlowski, 1600 NE Miami gardens Drive, North Miami Beach, Florida 33179.

ARTICLE VII - INDEMNIFICATION

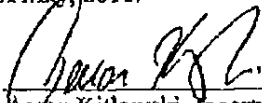
The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

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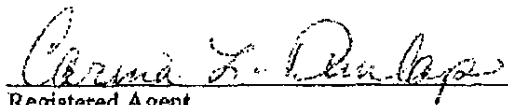
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of May, 2011.


Aaron Kitlowski, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.


Registered Agent

May 24th, 2011

Carina L. Dunlap
Asst. Vice President

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