



December 21, 1994

MICHAEL D. WOHL, President

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Cutlass*
~~SPINAKER REALTY, INC.~~

8000001302628
12/23/94 10:05:00
***122.50 ***122.50

To Whom It May Concern:

I am enclosing with this letter an original and copy of Articles of Incorporation for SPINAKER REALTY, INC.

I am also enclosing check #1560 in the amount of \$122.50 to cover the following costs:

- | | | |
|----|----------------------|----------|
| 1. | Filing fee | \$ 35.00 |
| 2. | Certified Copy | 52.00 |
| 3. | Registered Agent Fee | 35.00 |

TOTAL

\$ 122.50

Please file the enclosed Articles of Incorporation and return a certified copy to my office.

Thank you for your kind attention to this matter.

Very truly yours,

MICHAEL D. WOHL

MDW:jsh

cc: Neil Rogers

FILED
95 JAN 18 AM 9 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 18 1995



MICHAEL D. WOHL, *President*

January 12, 1995

*Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314*

*Attention: Teresa Brown
Corporate Specialist*

Re: CUTLASS REALTY, INC.

Dear Ms. Brown:

I am enclosing with this letter an original and copy of Articles of Incorporation for CUTLASS REALTY, INC. I have also enclosed a photocopy of your letter dated December 28, 1994, indicating that the original corporate name that I had applied for was unavailable.

Please file the enclosed Articles of Incorporation and return a certified copy to my office.

Thank you for your kind attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Michael D. Wohl', is written over a circular stamp or seal.

MICHAEL D. WOHL

MDW:jsh

cc: Neil Rogers



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 28, 1994

MICHAEL D. WOHL
MAHB COMPANIES
2665 S. BAYSHORE DR., SUITE 202
COCONUT GROVE, FL 33133

SUBJECT: SPINAKE REALTY, INC.
Ref. Number: W94000027367

We have received your document for SPINAKE REALTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 194A00054510

ARTICLES OF INCORPORATION
OF
CUTLASS REALTY, INC.

FILED
95 JAN 18 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

CUTLASS REALTY, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS: The General Nature of the business and the objects and purposes to be transacted and carried on are: insofar as the laws permit, to do any and all things herein mentioned as fully and to the extent as natural persons might or could, viz:

(a) All lawful enterprises pursuant to Florida Statute 607.011.

(b) To own, purchase, develop, sell, maintain, operate, lease, and/or manage real estate, buildings, plants and structures of all kinds, nature and character; and to erect, maintain, repair, renovate, demolish, dismantle plants and structures of all kinds and character.

(c) To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and description within and without the State of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects, hereinbefore or hereafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

(d) To carry on all or any of the businesses of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.

(e) To construct, repair, renovate, own, operate, conduct, manage and maintain businesses, stores, buildings, plants, concessions or other premises or establishments for the purpose of, and to engage in the business of, buying, selling, leasing,,

distributing, importing, exporting, confecting, manufacturing, producing, making, maintaining,, repairing, demonstrating, servicing and otherwise dealing in articles, items, merchandise, personalty, textiles, vegetables, metals, minerals, plastics, compositions and services, machines, equipment and any and all other types of goods, wares, merchandise and services of whatsoever kind, character, class and nature through itself or through agents, servants, distributors or other persons, firms or corporations.

(f) To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own or other corporate capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine.

(g) To pay cash or issue capital stock, debentures, bonds, mortgages or other obligations of the corporation for any acquisition by the corporation.

(h) To engage in the ownership, sale, distribution and licensing of, and to acquire and own, patents, improvements and franchises, as well as trademarks and trade names, and to operate under such patents, improvements and franchises, trademarks and trade names, pertaining to the matters and things enumerated herein; and to do such other things as are incident, proper and necessary to the successful operation of the business aforesaid.

(i) To enter into, make and perform contracts of every kind and description, with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation, and to enter into any and all types of agreements relating to financing, factoring and guarantees.

(j) To carry on the business of a holding company, and to purchase and acquire any mercantile, commercial, mining, farming, manufacturing, fabricating, producing, or public utility business, trade, or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; and to enter or engage in any such business, trade or enterprise.

(k) In general, to carry on any other business in connection with the foregoing and to have an exercise all of the powers conferred by the State of Florida upon corporations formed under the laws of the State of Florida.

(l) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerated specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) shares, all of which shares shall be with One Dollar (\$1.00) par value, and shall have equal rights, privileges and voting power.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV

The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation is to be located in the State of Florida at: 2665 South Bayshore Drive, Suite 202, Coconut Grove, Miami, Florida 33133, or in such other location as the Board of Directors may determine.

ARTICLE VII

The number of the members of the Board of Directors of this corporation shall not be less than one (1) and no more than five (5).

ARTICLE VIII

The names and post office addresses of the officers, and of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President/Secretary/Treasurer	
MICHAEL D. WOHL	2665 South Bayshore Drive Suite 202 Coconut Grove, FL 33133

ARTICLE IX

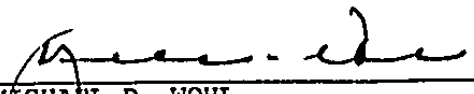
The names and post office addresses of each subscriber of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL D. WOHL	2665 South Bayshore Drive Suite 202 Coconut Grove, FL 33133

ARTICLE X

The Corporation hereby appoints MICHAEL D. WOHL, whose address is 2665 South Bayshore Drive, Suite 202, Coconut Grove, FL 33133, to serve as resident agent for the corporation as provided in the applicable Florida Statute.

IN WITNESS WHEREOF, the undersigned have made and subscribed to the foregoing Certificate of Incorporation at Coconut Grove, Miami, Dade County, Florida, for the uses and purposes aforesaid, this 13th day of January, 1995.



MICHAEL D. WOHL

STATE OF FLORIDA)
COUNTY OF DADE) ss

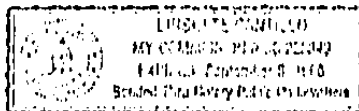
I HEREBY CERTIFY that on this 13th day of January, 1995, personally appeared before me, and to me well known, the undersigned Notary Public in and for the State of Florida, MICHAEL D. WOHL, party to the foregoing Articles of Incorporation, and he acknowledged that he did make, subscribe and acknowledge the foregoing Articles of Incorporation as and for his voluntary act

and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year written at Coconut Grove, Miami, Dade County, Florida.

Lisselle Cantillo
NOTARY PUBLIC
State of Florida at Large

Lisselle Cantillo
Printed Name of Notary

My Commission Number and
Date of Expiration:



ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Michael D. Wohl
MICHAEL D. WOHL
RESIDENT AGENT

P95000004264

CUTLASS REALTY, INC.
2665 SOUTH BAYSHORE DRIVE
SUITE 202
COCONUT GROVE, FLORIDA 33133

April 29, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Cutlass Realty, Inc.
Articles of Dissolution

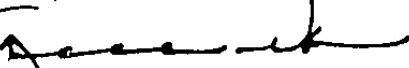
8400000216:BT 18 - 08
-05.06/97--0115--005
*****35.00 *****35.00

To Whom This May Concern:

I have enclosed herein two (2) original Articles of Dissolution and my check # 1064 , in the amount of Thirty Five Dollars (\$35.00), representing the fee required for the filing of the Articles of Dissolution for the above referenced corporation. Kindly forward back to me a confirmed copy of the Articles of Dissolution in the enclosed envelope for my records.

Thank you for your attention to this matter.

Very truly yours,



MICHAEL D. WOHL

MDW:jsh

Enclosures (4)

FILED
97 MAY -5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. diss.

MDW 5-13-97

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is:

CUTLASS REALTY, INC.

SECOND: The date dissolution was authorized:

April 1, 1997

THIRD: Adoption of Dissolution:

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 24th day of April, 1997

BY: 

MICHAEL D. WOHL

TITLE: PRESIDENT

97 MAY -5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED