

H95000010798

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/08/95

**FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM**

((H95000001804))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480-

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 655-8719

((H95000001804))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: F.G.F. REALTY, INC.

FAX AUDIT NUMBER: H95000001804

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/08/1995

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Type F1 for help

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Fax Audit #H95000001604

**ARTICLES OF INCORPORATION
OF
F.G.F. REALTY, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be F.G.F Realty, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 1040 Bayview Drive, Suite 520, Ft. Lauderdale, Florida 33304.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the corporation at that address is Norman E. Taplin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Fax Audit #H95000001604
Norman E. Taplin
Florida Bar No. 202851
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
(407) 833-7700

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors is:

Gerald Gould 1040 Bayview Drive, Suite 520
Ft. Lauderdale, Florida 33304

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

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F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

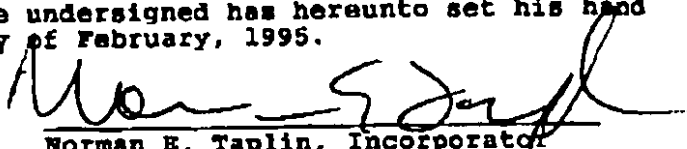
The name and address of the incorporator to these Articles of Incorporation is:

Norman E. Taplin 250 Royal Palm Way, Suite 300
Palm Beach, FL 33480

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8th day of February, 1995.


Norman E. Taplin, Incorporator

Fax Audit #H95000001604

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

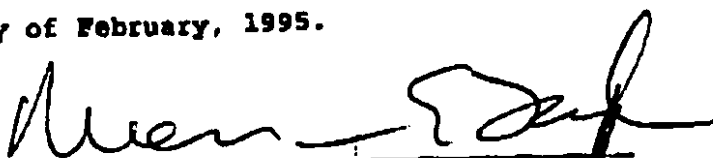
The following is submitted in accordance with the requirements
of Chapter 48.091, Florida Statutes:

F.G.F. Realty, Inc., desiring to organize under the laws of
the State of Florida with its registered office, as indicated in
the Articles of Incorporation, in the Town of Palm Beach, County
of Palm Beach, State of Florida, has named Norman E. Taplin,
located at 250 Royal Palm Way, Suite 300, Palm Beach, Florida
33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-stated corporation at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of Chapter 48.091, F.S. relative to
keeping open said office.

Accepted this 8th day of February, 1995.



Norman E. Taplin, Registered Agent

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CLAHASSEE, FLORIDA

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ACCOUNT NO. : 072100000032

REFERENCE : 638228 5318A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : July 12, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 638228

CUSTOMER NO: 5318A

CUSTOMER: Barbara Williams, Legal Asst
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

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*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: F.G.F. REALTY, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

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95 JUL 12 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WC
KRC
7/12

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
F.G.F. REALTY, INC.

F.G.F. Realty, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article 1 in its entirety and by substituting, in lieu thereof, the following:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is FGC Realty, Inc., and its principal office and mailing address are: 1040 Bayview Drive, Suite 425, Ft. Lauderdale, Florida, 33304.

2. The foregoing amendment shall become effective as of July 10, 1995.

3. The amendment recited in Section 1 above has been duly adopted in accordance with Section 607.0821, .0704 and .1003, Florida Statutes, the sole shareholder and sole director having having approved such amendment by Unanimous Written Consent of the Sole Shareholder and Director dated July 10, 1995, manifesting their intentions that the amendment be adopted.

In witness whereof, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and the attestation of its Secretary this 10th day of July, 1995.

F.G.F. Realty, Inc.

By: [Signature]

William L. Klohn, President

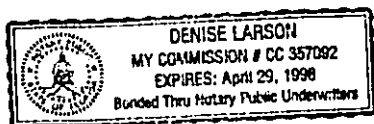
ATTEST:

[Signature]
Howard Koslow, Secretary

STATE OF FLORIDA

COUNTY OF Tallahassee

The foregoing instrument was acknowledged before me, under oath, this 10th day of July, 1995, by William L. Klohn, an individual known to me in his capacity as President of FGF Realty, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



sign [Signature]

print DENISE LARSON

NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

0078217.01

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE