



Prentice Hall Legal & Financial Services

ATTN: Marcia (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

Zinnia Republic, Inc.

P95000014189

300001410113
-02/20/95--01028--033
****122.50 ****122.50

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

(☒) Walk in () Call if Problem () Will Wait (☒) Pick up 2/20/95 12:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

FEB 20 1995

BRANCH ORDERING: Mia BY: JC
BRANCH RECEIVING: Tal BY: MMH
REF/JOB # NO6910
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: 2/20/95 MAIL FAX _____ FED EXP. _____
FILED: 2/20/95
SENT TO: BRANCH _____ CLIENT _____
SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	<u>12.00</u>
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

ARTICLES OF INCORPORATION
OF
ZINNIA PROPERTIES, INC.

FILED
FEB 20 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

ZINNIA PROPERTIES, INC.

The principal place of business of this corporation shall be 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131.

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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1101 Brickell Avenue, Suite 1400, Miami,

Florida 33131 and the name of the initial registered agent of the corporation at that address is LEONARD H. BLOOM.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have three directors initially. The names and street addresses of the initial members of the Board of Directors are:

HERBERT M. SELZER
505 Park Avenue
New York, New York 10022

LEONARD WACKSMAN
505 Park Avenue
New York, New York 10022

HOWARD BERKE
505 Park Avenue
New York, New York 10022

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

HERBERT M. SELZER	President
505 Park Avenue	
New York, New York 10022	

LEONARD WACKSMAN	Secretary
505 Park Avenue	
New York, New York 10022	

HOWARD BERKE
505 Park Avenue
New York, New York 10022

Treasurer

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

ARTICLE IX. SUBSCRIBER

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

LEONARD H. BLOOM
1101 Brickell Avenue
Suite 1400
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17th day of February, 1995.

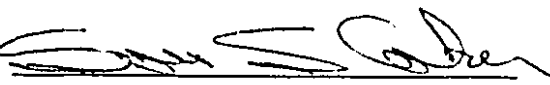

LEONARD H. BLOOM

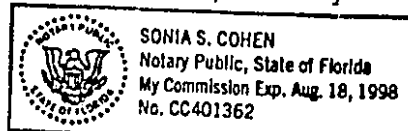
STATE OF FLORIDA)

SS:

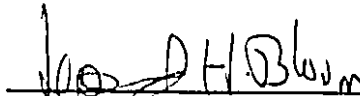
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of February, 1995 by Leonard H. Bloom, who is personally known to me.


SONIA S. COHEN, Notary Public



The undersigned hereby accepts designation as Resident Agent for the Corporation at the address set forth in Article IV of the Articles of Incorporation pursuant to Section 48.091, Florida Statutes.


LEONARD H. BLOOM

FILED
95 FEB 20 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000014189

ROTHMAN & BLOOM P.A.
COUNSELLORS AT LAW
1101 BRICKELL AVENUE
SUITE 1400
MIAMI, FLORIDA 33131

WILLIAM ROTHMAN *
LEONARD H. BLOOM *
SCOTT L. WARFMAN
HOWARD B. KRASS **

OF COUNSEL
GEORGE VOLESKY
IRWIN M. FROST***

(305) 372-9505

FACSIMILE NO.
(305) 372-8650

* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN ILLINOIS
*** BOARD CERTIFIED TAX ATTORNEY

June 9, 1995

500001511715
-06/13/95--01047--012
*****87.50 *****87.50

Secretary of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

Re: Zinnia Properties, Inc.

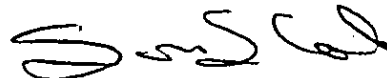
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Dissolution for the above referenced corporation.

Also enclosed is our check in the amount of \$87.50 representing the filing fee and the cost for a certified copy of the documents.

Please forward the certified copy to our office as soon as possible. Thank you for your cooperation.

Very truly yours,



SONIA S. COHEN,
Legal Assistant

SH 6/9

Voluntary Dissolution

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 AM 9:08

ARTICLES OF DISSOLUTION

OF

ZINNIA PROPERTIES INC.

To The Department of State
State of Florida

Pursuant to the provisions of Section 607.1403 of the
Florida Business Corporation Act, the corporation
hereinafter named ZINNIA PROPERTIES INC., does hereby adopt
the following Articles of Dissolution:

1. The name of the corporation is ZINNIA PROPERTIES INC.
2. The date the dissolution was authorized was May 8, 1995.
3. The number of votes cast for the aforesaid proposal to
dissolve the corporation was sufficient for the approval
thereof by each voting group of shareholders entitled to
vote separately on the proposal to dissolve the
corporation.
4. The action to dissolve the corporation was taken by
written consent of the shareholders entitled to vote on
the proposal to dissolve the corporation given in
accordance with the provisions of Section 607.0704 of
the Florida Business Corporation Act.

Executed on May 8, 1995.

ZINNIA PROPERTIES INC.

By: 
HERBERT M. SELZER,
President

ATTEST:

ZINNIA PROPERTIES INC.

By: 
HOWARD BERKE,
Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 12 AM 9:08