

P95000020360
LAW OFFICES

COHEN, BERKE, BERNSTEIN, BRODIE, KONDELL & LASZLO

A PROFESSIONAL ASSOCIATION

TERREMARK CENTRE
19TH FLOOR
2601 SOUTH BAYSHORE DRIVE
MIAMI FLORIDA 33133-5460

MIAMI (305) 854-5900
BROWARD (305) 923-6655
TELECOPIER (305) 857-0857

MICHAEL A. BERKE
Extension 1312

95 MAR 13 AM 7:54
CORPORATIONS

EFFECTIVE DATE

March 10, 1995

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: LEFMARK DELRAY, INC.
LEFMARK HAMMOCKS, INC.

0000001423112
0000000000000000
***122.50 ***122.50

Gentlemen:

Enclosed herewith are the following:

1. Original and one copy each of the Articles of Incorporation of the above-captioned corporations.
2. Our checks, in the sum of \$122.50 each, payable to the Secretary of State, representing the following for each corporation:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
	<hr/>
	\$122.50

Please certify and return to the undersigned the enclosed copy of each of the Articles of Incorporation. I have enclosed a stamped, self-addressed envelope for this purpose.

Thank you in advance for your usual courtesy.

Sincerely,

Peggy Marinelli

Peggy Marinelli, Legal Assistant
to Michael A. Berke

/pm
Encs.

KAN 3-14

ARTICLES OF INCORPORATION
OF
LEFMARK HAMMOCKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 13 AM 7:55

The undersigned, acting as incorporator of LEFMARK HAMMOCKS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: LEFMARK HAMMOCKS, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on March 10th, 1995.

EFFECTIVE DATE

3-10-95

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

848 Brickell Avenue, Suite 1120
Miami, Florida 33131

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$1.00 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 848 Brickell Avenue, Suite 1120, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is David A. Friedman.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
LEONARD E. FRIEDMAN	848 Brickell Ave., Ste. 1120 Miami, Florida 33131
DAVID A. FRIEDMAN	848 Brickell Ave., Ste. 1120 Miami, Florida 33131

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael A. Berke	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding 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 against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to,

the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of March, 1995.



Michael A. Berke,
Incorporator

STATE OF FLORIDA

)

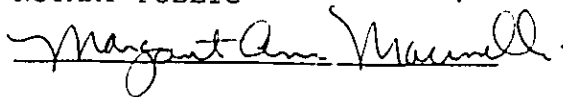
) SS:

COUNTY OF DADE

)

The foregoing instrument was acknowledged before me this 9th day of March, 1995, by MICHAEL A. BERKE, who is personally known to me.

NOTARY PUBLIC



Margaret Ann Marinelli

State of Florida at Large
My Commission Expires: 4/6/95

4/6/95



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for LEFMARK HAMMOCKS, INC. in the foregoing Articles of Incorporation, I, DAVID A. FRIEDMAN, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

By: *David A. Friedman*
DAVID A. FRIEDMAN

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 956327 4321942

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 16, 1996

ORDER TIME : 11:14 AM FILE FIRST!!!!

ORDER NO. : 956327 FILE FIRST!!!!

CUSTOMER NO: 4321942

CUSTOMER: Ms. Ingrid Pizzeck
Cohen Berke Bernstein Brodie
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

500001834475
-05/22/96--01049--002
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: LEFMARK HAMMOCKS, 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: Clint Fuhrman

EXAMINER'S INITIALS:

5/16

*John
Name Change
C.C.*

FILED
96 MAY 16 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
96 MAY 16 PM 12:14
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
LEFMARK HAMMOCKS, INC.
a Florida Corporation**

FILED
96 MAY 16 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 607.1003 and 607.1006, Florida Business Corporation Act,
LEFMARK HAMMOCKS, INC., a Florida corporation, hereinafter referred to as the
"Corporation," files these Articles of Amendment.

1. Article I of the Articles of Incorporation of Corporation is amended to read as follows:

ARTICLE I

Name

The name of the corporation is: **LEF/PALM-AIRE, INC.**

2. The above amendment was adopted and approved by all of the shareholders and directors of the Corporation on May 16, 1996. The Corporation has one class of outstanding shares of common stock entitled to vote, and the amendment set forth herein was unanimously approved by all of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Vice President of the Corporation,
has executed these Articles of Amendment as of May 16, 1996.



David A. Friedman, Vice President