

**P95000023469**  
**MacLean and Ema**

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—  
of counsel  
J. Alan Cox  
Tallahassee, FL

March 20, 1995

Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Prestigious Properties of South Florida, Inc.

Gentlemen:

We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Our firm's check in the amount of \$70.00 made payable to the Secretary of State, to cover the filing fee, registered agent notice and return of a certified copy upon filed;
2. Original Articles of Incorporation and attached acceptance of Registered Agent, for filing with the State; and
3. Photocopy of above Articles and Acceptance to be stamped as filed and return to our office.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

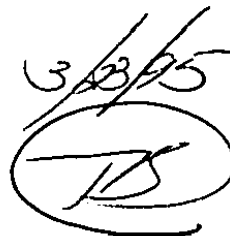
MacLEAN and EMA

  
CHRISTOPHER J. EMA, Esquire

CJE/ikj

enc/as noted

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-03/22/95--01100--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

3/23/95  


FILED  
MAR 22 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
MAR 22 1967  
SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 11-13-01 BY 60322

**ARTICLES OF INCORPORATION  
OF  
PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** The address of the principal office of this corporation shall be 4081 N. Federal Highway, Pompano Beach, Florida 33064.

**ARTICLE II  
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** shall be perpetual.

**ARTICLE III  
PURPOSE**

The general purposes for which **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** is organized are:

A. As principal, agent, or broker, and on commission or otherwise; to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures, and works of all kinds, for itself or for others; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

B. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.**, be advantageously carried on in connection with, or ancillary to, the foregoing business.

C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV AUTHORIZED SHARES**

The aggregate number of shares which PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

#### **ARTICLE V PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC. is 4081 N. Federal Highway, Pompano Beach, Florida 33064 and the name of its initial Registered Agent at such address is Douglas R. Schwenk.

#### **ARTICLE VI OFFICERS AND DIRECTORS**

The number of Directors of PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC. is two (2). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC. are as follows:

Laura W. Schwenk  
4081 N. Federal Highway  
Pompano Beach, Florida 33064

Director/President

Lisa C. Derocher  
4081 N. Federal Highway  
Pompano Beach, Florida 33064

Director/Secretary/  
Treasurer

#### **ARTICLE VII INCORPORATOR**

The Incorporator of PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC. is Douglas R. Schwenk, whose address is 4081 N. Federal Highway, Pompano Beach, Florida 33064.

**ARTICLE VIII  
CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.**, shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.**, or to voluntarily dissolve, liquidate or wind up its affairs.

**ARTICLES IX  
SHAREHOLDERS AGREEMENTS**

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.**, and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.**

E. The right and power of **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article VIII or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. **PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC.** is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation,

shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 17 day of MARCH, 1995.

Douglas R. Schwenk  
DOUGLAS R. SCHWENK

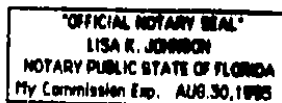
STATE OF Florida  
COUNTY OF Broward

BEFORE ME, the undersigned authority, personally appeared DOUGLAS R. SCHWENK, to me well known and known to me to be the Incorporator of PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 17 day of March, 1995.

[Signature]  
Notary Public

My Commission Expires:



I, DOUGLAS R. SCHWENK, having been appointed Registered Agent of PRESTIGIOUS PROPERTIES OF SOUTH FLORIDA, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 17 day of MARCH, 1995.

Douglas R. Schwenk  
DOUGLAS R. SCHWENK

FILED  
55 MAR 22 PM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA