

P95000042808

LAW OFFICES

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MILTON S. BLAUT X
ALAN B. COHN X
MAURICE M. GARCIA
GENE K. GLASSER X
STANLEY D. GOTTSBORN X
NANCY L. LA VISTA
SCOTT A. ORTH
JENNIFER L. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER X
DAVID H. SCHULSON
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN X
EDWARD S. HESNICK (RET.)

X BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

X MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
X MEMBER OF OHIO BAR

2021 TYLER STREET
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HOLLYWOOD, FLORIDA 33022-9000

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FAX: (407) 997-8494
NORTH BROWARD (305) 428-0800
MIAMI (305) 940-8440
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

CWLPI-0001

May 23, 1995

VIA CERTIFIED MAIL # Z 056 344 657

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: CWL PROPERTIES, INC.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for CWL PROPERTIES, INC. Also enclosed is our firm check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,

Gene K. Glasser

GKG:leh/112652
Enclosures

cc: Mr. Charles Lantz

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-05/26/95--01103--013
****122.50 ****122.50

FILED
95 MAY 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CWL PROPERTIES, INC.

FILED
95 MAY 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is CWL PROPERTIES, INC.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock par value \$1.00 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 303 North Crescent Drive, Hollywood, FL 33021 and the name of the initial registered agent of the Corporation at such address is Charles W. Lantz.

ARTICLE V

The initial mailing address for the Corporation is 303 North Crescent Drive, Hollywood, FL 33021

ARTICLE VI

The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The names and addresses of the initial Directors are as follows:

Charles W. Lantz
303 North Crescent Drive
Hollywood, FL 33021

Sandra J. Price
303 North Crescent Drive
Hollywood, FL 33021

ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE X

The names and addresses of the incorporators of this Corporation are:

Charles W. Lantz, Trustee, Charles W. Lantz Declaration
of Trust Agreement dtd. 1/17/89, as amended.
303 North Crescent Drive
Hollywood, FL 33021

ARTICLE XI

The names and addresses of the officers of this Corporation are:

PRESIDENT:

Charles W. Lantz
303 North Crescent Drive
Hollywood, FL 33021

SECRETARY/TREASURER:

Sandra J. Price
303 North Crescent Drive
Hollywood, FL 33021

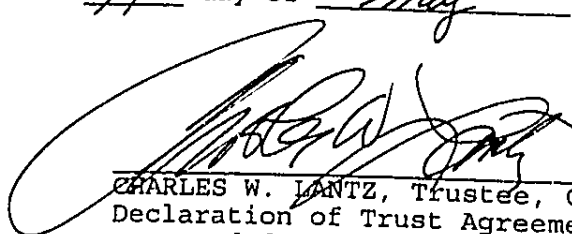
ARTICLE XII

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XIII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of May, 1995.



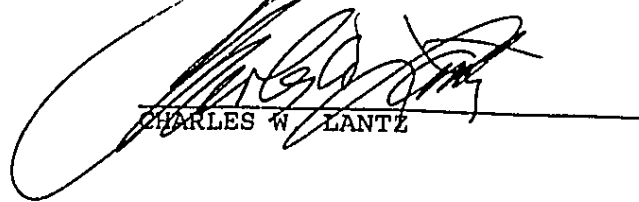
CHARLES W. LANTZ, Trustee, Charles W. Lantz
Declaration of Trust Agreement dtd. 1/17/89,
as amended.

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.


CHARLES W. LANTZ

/leh/111328

FILED
95 MAY 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000042808

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1910-1992

PAUL B. ANTON
1927-1981

MILTON S. BLAUT X
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FAX: (561) 997-6494

NORTH BROWARD (954) 425-0600

MIAMI (305) 940-8440

PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

FILE NO.:

Hollywood

CWLPI-0001

December 13, 1996

900002063969--7
-01/22/97--01041--010
*****87.50 *****87.50

CERTIFIED MAIL #P 959 834 938
RETURN RECEIPT REQUESTED
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: CWL Properties, Inc.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of Articles of Amendment for above referenced corporation. Also enclosed is our firm check in the amount of \$87.50 to cover the required filing and certified copy fees. Please complete the necessary filing and return the certified copy to the undersigned.

I am also enclosing a copy of this letter, please date stamp the copy and return it in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Please call me if you have any questions.

Very truly yours,

Alan B. Cohn

ABC:jah\218656

Enclosure

c: Mr. Charles W. Lantz

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 PM 4:15
Amend
JAN 27 1997

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CWL PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 PM 4:12

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended as follows:

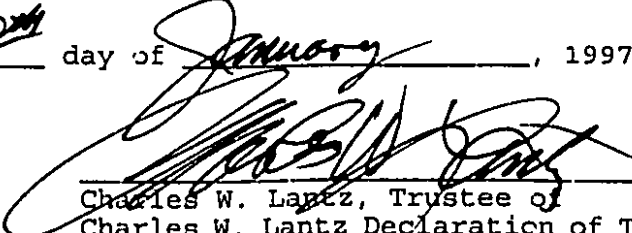
ARTICLE III

This Corporation is authorized to issue one hundred (100) shares of voting Common Stock having a par value of \$1.00 and one hundred (100) shares of non-voting Common Stock having a par value of \$1.00. Both classes of stock shall be equal in all aspects with the exception of voting rights. Each class of stock shall be considered equal as to liquidating dividends. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

2. This Amendment is adopted as of the 9th day of January, 1997.

3. The Amendment was approved by the Shareholders of the Corporation. The number of votes cast for the Amendment was sufficient for approval.

Signed this 9th day of January, 1997.


Charles W. Lantz, Trustee of
Charles W. Lantz Declaration of Trust dtd
January 17, 1989, Sole Shareholder
President