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MORRIS C. PROENZA  
DAVID J. WHITE  
H. CLAY ROBERTS  
ISA M. MASCARO

PROENZA, WHITE & ROBERTS, P.A.  
ATTORNEYS AT LAW

GROVE PLAZA  
2900 MIDDLE STREET  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 442-1700  
FACSIMILE (305) 442-2559

June 8, 1995

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

300001510319  
-06/09/95--01095--016  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Proenza Robertson Realty, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

|                      |          |
|----------------------|----------|
| Filing Fee           | \$ 35.00 |
| Certified Copy Fee   | \$ 52.50 |
| Registered Agent Fee | \$ 35.00 |
| Total                | \$122.50 |

Please file the original Articles of Incorporation and return a certified copy of same to the undersigned.

Your prompt attention to this matter is appreciated.

Should you have any questions, or concerns, please do not hesitate to contact me at 1-800-442-1701.

Very truly yours,

Maggie Fernandez  
Maggie Fernandez, Secretary  
to H. CLAY ROBERTS

/mf  
Enclosures as stated

FILED  
95 JUN -9 8 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PROENZA ROBERTSON REALTY, INC.**

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

**ARTICLE I - NAME**

The name of the corporation is PROENZA ROBERTSON REALTY, INC.

**ARTICLE II - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, with \$1.00 par value.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V - ADDRESS**

The initial street address of the principal office of this corporation is: 2900 Middle Street, Suite 700, Miami, FL 33133.

**ARTICLE VI - REGISTERED AGENT**

The registered agent of this corporation is H. CLAY ROBERTS at the corporate address, 2900 Middle Street, Suite 700, Miami, FL 33133.

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ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation is: 2900 Middle Street, Suite 700, Miami, FL 33133.

ARTICLE VIII - DIRECTORS

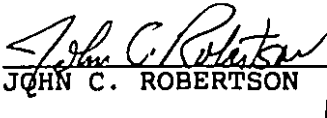
The corporation shall have the following officers and directors, initially, who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified for such appointment, as follows:

John C. Robertson - Director, President, Treasurer and Secretary

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of this corporation is as follows: John C. Robertson, 2900 Middle Street, Suite 700, Miami, FL 33133.

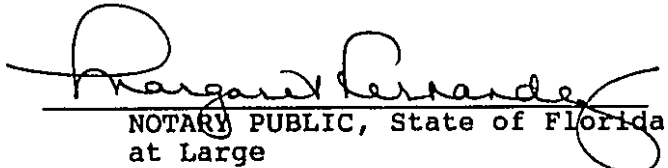
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 8<sup>th</sup> day of June, 1995.

  
JOHN C. ROBERTSON

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation of Proenza Robertson Realty, Inc. was acknowledged before me this 8<sup>th</sup> day of June, 1995 by JOHN C. ROBERTSON, Incorporator, who is personally known to me ~~or who has produced~~ \_\_\_\_\_ as-  
identification and who did ~~(did not)~~ take an oath.

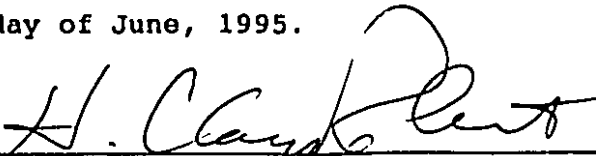
  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES July 3, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.  
My commission number: #CC1233034

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**ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT**

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as Registered Agent for the above named corporation this 8th day of June, 1995.

  
H. CLAY ROBERTS

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF DADE     )

The foregoing Acceptance of Appointment by Registered Agency was acknowledged before me this 8th day of June, 1995 by H. CLAY ROBERTS who is personally known to me who did ~~(did not)~~ take an oath.

  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: July 2, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.  
My commission number: #CC 1233034

**FILED**  
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TALLAHASSEE, FLORIDA