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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

600001521976

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Quest II First Ave Management Corp.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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JB

ARTICLES OF INCORPORATION

OF

QUEST II FIRST AVE MANAGEMENT CORP.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Act of State of Florida, does hereby certify as follows:

FIRST: The name of the corporation is Quest II First Ave. Management Corp. (the "Corporation").

SECOND: The address of the initial principal office of the Corporation in the State of Florida is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33524. The mailing address is c/o Rabina Realty, 670 White Plains Road, Scarsdale, New York 10583.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida.

FOURTH: The total number of shares of capital stock which the Corporation is authorized to issue is one thousand (1,000) shares, all of which shall be shares of Common Stock and shall have a par value of one cent (\$.01) per share.

No holder of any stock of the Corporation of any class now or hereafter authorized, shall, as such holder, be entitled as of right to purchase or subscribe for any shares of stock of the Corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares, whether such shares, securities, warrants, options, rights or other instruments be unissued or issued and thereafter acquired by the Corporation.

FIFTH: The name and mailing address of the incorporator is: Susan Krisburg, c/o Esanu Katsky Korins & Siger, 605 Third Avenue, New York, New York 10158.

SIXTH: Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida General Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article SIXTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition to the extent and in the manner provided by the Florida General Corporation Act. The

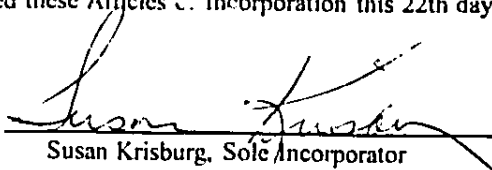
Corporation may, by action of its Board of Directors, and to the extent permitted by the Florida General Corporation Act, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article SIXTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida General Corporation Act.

SEVENTH: The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the registered agent at such address is CT Corporation System.

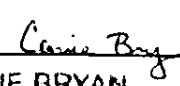
IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 22th day of June, 1995.


Susan Krisburg, Sole Incorporator

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT CORPORATION SYSTEM

Dated: June 22, 1995

By: 
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Name of Officer

Title of Officer