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REFERENCE : 634430 1003A

AUTHORIZATION :

COST LIMIT : \$ 122.50

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ORDER DATE : July 10, 1995

ORDER TIME : 8:40 AM

ORDER NO. : 634430

CUSTOMER NO: 1003A

CUSTOMER: David Weisman, Esq  
ABRAMS ANTON ROBBINS RESNICK  
& SCHNEIDER  
P.O. Box 220010

Hollywood, FL 33022

DOMESTIC FILING

NAME: JAMES & COMPANY AT MAR LARGO,  
INC.

XX ARTICLE OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN JUL 10 1995

FILED  
95 JUL 10 PM 1:27  
SECRET  
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION  
OF  
**JAMES & COMPANY AT MAR LAGO, INC.**

FILED  
95 JUL 10 PM 1:27  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

1. NAME The name of this corporation and the mailing address of the corporation are: **JAMES & COMPANY AT MAR LAGO, INC.**, 600 Corporate Drive, Suite 512, Fort Lauderdale, Florida 33334.

2. PURPOSE The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

3. CAPITAL STOCK This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

4. DURATION This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

5. INITIAL BUSINESS OFFICE AND REGISTERED AGENT The mailing address of the initial business office of this corporation is 600 Corporate Drive, Suite 512, Fort Lauderdale, FL 33334 and the name of the initial registered agent of this corporation is DAVID WEISMAN whose address is 2021 Tyler Street, Hollywood, FL 33020.

6. INITIAL BOARD OF DIRECTORS AND OFFICERS This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director of this corporation are: **JAMES F. ANTONUCCI**, 600 Corporate Drive, Suite 512, Fort Lauderdale, FL 33334. The initial officers of the corporation will be:

PRESIDENT and SECRETARY - **JAMES F. ANTONUCCI**  
VICE PRESIDENT - **DAVID WEISMAN**

7. INDEMNIFICATION The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

8. BY-LAWS The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

9. AMENDMENTS This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 7 day of July, 1995.

  
\_\_\_\_\_  
DAVID WEISMAN - Incorporator

117741  
DW/mgg

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **JAMES & COMPANY AT MAR LAGO, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named **DAVID WEISMAN** whose address is 2021 TYLER STREET, HOLLYWOOD, FL 33020 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
DAVID WEISMAN

FILED  
35 JUL 19 PM 1:28  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA