

**BROAD and CASSEL**  
ATTORNEYS AT LAW

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*P95000056452*  
July 19, 1995  
File No. 12490.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700001542277  
-07/20/95--01047--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Devon Point Corporation  
Articles of Incorporation  
Certificate of Designation of Registered Agent  
and Registered Office

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUL 20 PM 1:28

Dear Sir/Madam:

I have enclosed the original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for Devon Point Corporation. I have also enclosed a check made payable to the Secretary of State in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50) in payment for the following:

- |  |              |
|--|--------------|
| 1. Certificate of Incorporation filing fee     | \$ 35.00     |
| 2. Certificate of Incorporation certified copy | 52.50        |
| 3. Registered Agent's fee                      | <u>35.00</u> |
|  | \$122.50     |

Please return one (1) certified copy to our office in the enclosed return stamped envelope.

7777 Glades Road  
Boca Raton, Florida 33434  
(407) 483-7000  
Telecopy (407) 483-7321

First Florida Bank Tower  
215 South Monroe Street  
Tallahassee, Florida 32301  
(904) 601-6610  
Telecopy (904) 681-9792

390 North Orange Avenue  
Orlando, Florida 32801  
(407) 839-4200  
Telecopy (407) 425-8377

Miami Center  
201 South Biscayne Blvd.  
Miami, Florida 33131  
(305) 373-9400  
Telecopy (305) 373-9443

100 North Tampa  
Suite 3500  
Tampa, FL 33602  
(813) 225-3020  
Telecopy (813) 225-3039

The Reflections Office Centre  
400 Australian Avenue South  
West Palm Beach, Florida 33401  
(407) 832-3300  
Telecopy (407) 655-1100

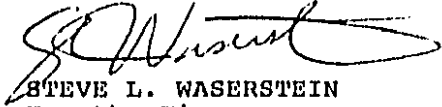
900 East Ocean Blvd.  
Suite 126  
Stuart, Florida 34904  
(407) 283-3000  
Telecopy (407) 283-9622

7/21

Secretary of State  
July 19, 1995  
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If you have any questions, please do not hesitate to contact us.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Steve L. Wasserstein".

STEVE L. WASERSTEIN  
For the Firm

SLW/jp

Enc.

cc: Allison R. Lucas (with enclosures)

**BROAD and CASSEL**

ARTICLES OF INCORPORATION  
OF  
DEVON POINT CORPORATION

FILED  
05 JUL 20 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be DEVON POINT CORPORATION.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States 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 one time is 100 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

**ARTICLE V**

**INITIAL PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida shall be 1402 East Las Olas Boulevard, #911, Fort Lauderdale, Florida 33301.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND OFFICE**

The Initial Registered Agent and Office of this corporation shall be:

Lenore Schiller, Esq.  
Broad and Cassel  
500 East Broward Boulevard  
Suite 1130  
Fort Lauderdale, Florida 33394

**ARTICLE VII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Lenore Schiller, Esq.  
Broad and Cassel  
500 East Broward Boulevard  
Suite 1130  
Fort Lauderdale, Florida 33394

**ARTICLE VIII**

**AMENDMENT**

The Board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under §607.1002 of the Florida Business Corporation Act.

ARTICLE IX

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19<sup>th</sup> day of July, 1995.

Lenore Schiller  
LENORE SCHILLER, ESQ., INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 1995, by Lenore Schiller, Esq., who is personally known to me and who did take an oath.

Barbara Jean Krogman  
SIGNATURE OF NOTARY

Barbara Jean Krogman  
PRINT NAME OF NOTARY

COMMISSION EXPIRES

OFFICIAL NOTARY SEAL  
BARBARA JEAN KROGMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC287422  
MY COMMISSION EXP. MAY 22, 1997

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **DEVON POINT CORPORATION**
2. The name and address of the registered agent and office is:

Lenore Schiller, Esq.  
Broad and Cassel  
500 East Broward Boulevard  
Suite 1130  
Fort Lauderdale, Florida 33394

By: *Lenore Schiller*  
LENORE SCHILLER, ESQ., INCORPORATOR

Dated this 14<sup>th</sup> day of July, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

*Lenore Schiller*  
LENORE SCHILLER, ESQ.

FILED  
JUL 14 20 PM 1:27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Dated this 14<sup>th</sup> day of July, 1995