

1995 JUL 20 PM 1:55
JUL 20 1995 FROM: 199522400 P.01
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 3710- 0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000008028))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MD PROPERTY MANAGEMENT, INC.
FAX AUDIT NUMBER: H95000008028 CURRENT STATUS: REQUESTED
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95 JUL 21 PM 1:16
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TALLAHASSEE, FLORIDA

95 JUL 20 PM 2:33

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JAN-10-1998 11:00 FROM

TO

19849224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MD PROPERTY MANAGEMENT, INC.
REF: W95000014693

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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Loria Poole
Corporate Specialist

FAX Aud. #: W95000008028
Letter Number: 295A00034807

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

8203000056H

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL PROPERTY MANAGERS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is **PROFESSIONAL PROPERTY MANAGERS, INC.** whose principal address is **1304 SW 160 Avenue, Suite 211, Sunrise, Florida 33326.**

ARTICLE TWO

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE THREE

The nature of the business to be transacted by this Corporation is to engage in community association property management and any business reasonably related thereto permitted under the laws of the State of Florida.

ARTICLE FOUR

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock (having a par value of \$1.00 per share).

Prepared By: William D. Spruce, Esq.
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309
FL Bar No.: 967210

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ARTICLE FIVE

The street address of the initial registered office of the corporation is, 949 Jade Court, Fort Lauderdale, Florida, 33326, and the name of its initial registered agent is Megan Deutsch.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is Two (2) and the names and addresses of each person who is to serve as a director is:

Megan P. Deutsch
949 Jade Court
Fort Lauderdale, FL 33326

Bryan W. Deutsch
949 Jade Court
Fort Lauderdale, FL 33326

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

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(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holder of ten percent (10%) of all outstanding shares.

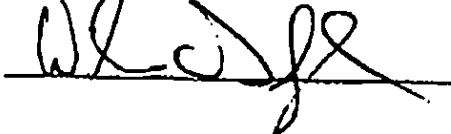
ARTICLE TEN

The stockholders shall have the right, by majority vote of all holders of outstanding shares, at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE ELEVEN

The name and address of the incorporator is:

William D. Spruce, Esq.
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309



(Notary Block to Follow)

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STATE OF FLORIDA

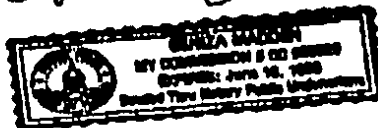
COUNTY OF BROWARD

Before me personally appeared William D. Spruce, Esq. to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 21 day of July, 1995.

NOTARY PUBLIC

My Commission Expires:



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ADDENDUM TO ARTICLES OF INCORPORATION
FOR

PROFESSIONAL PROPERTY MANAGERS, INC.

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

That PROFESSIONAL PROPERTY MANAGERS, 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 Sunrise, County of Broward, State of Florida has named Megan P. Deutsch, 949 Jade Court, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at 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.

BY:

Megan P. Deutsch
Megan P. Deutsch
Registered Agent

STATE OF FLORIDA

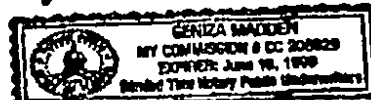
COUNTY OF BROWARD

Before me personally appeared Megan P. Deutsch to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 21 day of July 1995.

[Signature]
NOTARY PUBLIC

My Commission Expires:



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P95000056655



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1996

PROFESSIONAL PROPERTY MANAGERS, INC.
1304 S.W. 160TH AVENUE
SUITE 211
SUNRISE, FL 33326

SUBJECT: PROFESSIONAL PROPERTY MANAGERS, INC.
Ref. Number: P95000056655

Debit Memo #: 14196-A

This is to inform you that check #1141 in the amount of \$225.00 submitted with the annual report for PROFESSIONAL PROPERTY MANAGERS, INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 21, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 796A00039830

PS000056655

November 13, 1996

100002008211--5
-11/13/96--01131--022
****240.00 ****240.00

REPLACEMENT FEE 1996

ANNUAL REPORT: PROFESSIONAL
PROPERTY MANAGERS, INC.

DEBIT MEMO: # 14196-A

CHECK #: 1141