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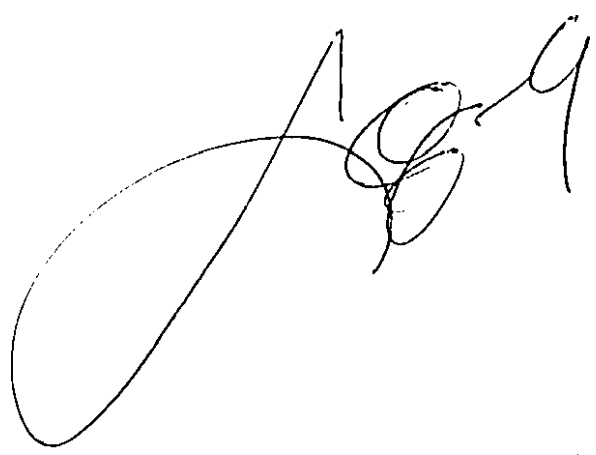
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: F & P REALTY ADVISORS, INC.  
FAX AUDIT NUMBER: 195000008752 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/09/1995 TIME REQUESTED: 11:55:08  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
F & P REALTY ADVISORS, INC.**

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is F & P Realty Advisors, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 3202 N.E. 2nd Avenue, Miami, Florida 33137.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Barry E. Steiner, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than two. The names and addresses of the initial directors of the Corporation are:
- |                      |                      |
|----------------------|----------------------|
| Fredric B. Layne     | Philip Layne         |
| 3202 N.E. 2nd Avenue | 3202 N.E. 2nd Avenue |
| Miami, Florida 33137 | Miami, Florida 33137 |
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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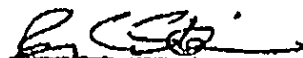
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**NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**TENTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of August, 1995.

  
Barry E. Steiner, Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Allison A. Lichter  
Allison A. Lichter, Vice President

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