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&  
Farr**

Attorneys and Counselors  
at Law

Robert M. McClaskey, Jr., CPA  
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Area Code 305  
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Paralegals  
Lucy F. Gutierrez, CLA  
Aileen Conklin

A Partnership of  
Professional Associations

95000064153

June 28, 1995

Secretary of State  
Division of Corporations  
The Capitol  
409 E. Gaines Street  
Tallahassee, Florida 32301

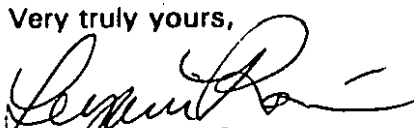
Re: Articles of Incorporation of THIRTY SECOND AVENUE  
CORPORATION

To Whom It May Concern:

Enclosed are two sets of Articles of Incorporation (original and one  
copy) for THIRTY SECOND AVENUE CORPORATION and our check  
number for \$122.50.

Please return a certified copy of the Articles to this office at the  
above address.


Very truly yours,

  
Leyan Roman, Secretary to  
Neal E. Farr

Sir

Enclosures

400001528894  
-07/03/95--01013--014  
\*\*\*\*122.50 \*\*\*\*122.50

95-1359 7/6/95  


WJG  
CJG  
dlb71



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 6, 1995

LEYANI ROMAN RR  
1550 MADRUGA AVENUE STE 120  
CORAL GABLES, FL 33146

SUBJECT: THIRTY-SECOND AVENUE CORP.  
Ref. Number: W95000013597

We have received your document for THIRTY-SECOND AVENUE CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 495A00032727

**ARTICLES OF INCORPORATION**

**OF**

**K & R THIRTY-SECOND AVENUE CORPORATION AVENUE CORP.**

The undersigned hereby associates himself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I**

The name of the corporation is K & R THIRTY-SECOND AVENUE CORPORATION AVENUE CORP..

**ARTICLE II**

The nature of the business to be conducted and carried on by this Corporation is:

A. To acquire and hold for rental and other commercial purposes real property lying and being in Dade and Broward Counties of the State of Florida.

B. To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except as otherwise specifically prohibited under the Laws of the State of Florida.

C. The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the Corporation.

D. The Corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the Corporation, or to enhance the value of its assets.

E. Any meeting of the Stockholders or Directors may be held within or without the State of Florida, at such place as the Bylaws of the Corporation may designate.

F. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

G. 1. The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

2. To the extent that earned surplus or capital surplus is used as the measure of the Corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or cancelled.

3. Notwithstanding the limitations contained in subsection "1", the Corporation may purchase or otherwise acquire its own shares for the purpose of:

- a. Eliminating fractional shares.
- b. Collecting or compromising indebtedness to the Corporation
- c. Paying dissenting Shareholders entitled to payment for their shares under the Laws of the State of Florida.

- d. Effecting the retirement of its redeemable shares by redemption or by purchase not to exceed the redemption price.

4. No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

H. The Corporation may keep the books of the Company outside the State of Florida, except as may otherwise be provided by law.

I. The Corporation may make Bylaws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

J. The Corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; and, to secure any indebtedness due it. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the lawful fulfillment of its business.

K. The Stockholders shall have the power, either in the Bylaws of the Corporation or by contractual agreement among themselves, to make any provisions for cumulative voting or any other requirements or limitations on voting; and, to make any limitations on the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the Corporation, as to which the Stockholders of the Corporation deem necessary and/or proper, for the best interests of the Corporation.

### ARTICLE III

A. The maximum shares of stock which this Corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares with a one dollar (\$1.00) par value each.

B. The said stock shall be issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations promulgated thereunder.

C. The stock of the Corporation shall only be issued as fully paid and non-assessable.

D. There shall be preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to acquire shares. Stock in other corporations in going businesses may be purchased by the Corporation in return for the issuance

of its capital stock on such basis, and for such consideration as the Directors of the Corporation may decide.

#### **ARTICLE IV**

The amount of capital with which this Corporation may begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

#### **ARTICLE V**

The existence of this Corporation is perpetual.

#### **ARTICLE VI**

The name and street address of the initial Registered Agent and Registered Office of this Corporation are:

Registered Agent: NEAL E. FARR, Suite 120, 1550 Madruga Avenue, Coral Gables, Florida 33146.

Office: K & R THIRTY-SECOND AVENUE CORPORATION AVENUE CORP., c/o NEAL E. FARR, Suite 120, 1550 Madruga Avenue, Coral Gables, Florida 33146.

However, this Corporation may, from time to time, move the principal office to any other address within or without of the State of Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

#### **ARTICLE VII**

The Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by Bylaws adopted by the Stockholders, but shall never be less than one.

A. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the Bylaws of the Corporation.

2. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

3. To set apart, out of any funds of the Corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.

4. When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a Stockholders' meeting duly called for that purpose or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration which may be in whole, or in part, shares of stock in and/or other securities of any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

#### **ARTICLE VIII**

The name and street address of the first Board of Directors is:

NEAL E. FARR, Suite 120, 1550 Madruga Avenue, Coral Gables, Florida 33146.

#### **ARTICLE IX**

The name and street address of the subscriber and incorporator of these Articles of Incorporation is:

NEAL E. FARR, Suite 120, 1550 Madruga Avenue, Coral Gables, Florida 33146.

#### **ARTICLE X**

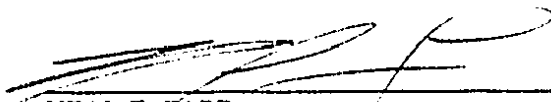
A. In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, and to alter and amend the Bylaws of this Corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize

and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this Corporation.

B. This Corporation may, in its Bylaws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

C. No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is, or are, interested in, or is a member, stockholder, director or officer of such other firm or corporation; and, may individually or jointly be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested.

IN WITNESS WHEREOF, the parties of these Articles of Incorporation have hereunto set their hands and seals this 23 day of June, 1995.

  
NEAL E. FARR

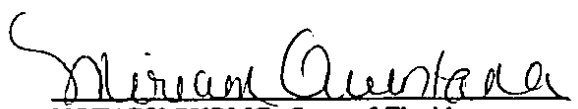
STATE OF FLORIDA )

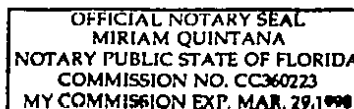
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appeared [ INCORPORATOR ] to me personally known to be the person described in the foregoing Articles of Incorporation as the subscriber in, and who executed the same.

WITNESS my hand and official seal in the County and State named above this 23 day of June, 1995.

My commission expires:

  
NOTARY PUBLIC, State of Florida



### ACKNOWLEDGEMENT

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

BY: 

NEAL E. FARR

RECEIVED  
JUL 10 1993  
FARR

**McClaskey  
&  
Farr**

Attorneys and Counselors  
at Law

Robert M. McClaskey, Jr., CPA  
Neal E. Farr, LL.M.

1550 Madinga Avenue  
Suite 120  
Coral Gables, Florida 33146

Area Code 305  
681-1600  
Key West  
203-0950

Fax  
203-0986

Paralegals  
Lucy E. Gutierrez, C.L.A.  
Aileen Conklin

A Partnership of  
Professional Associations

**P95000064153**

September 11, 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

000001588880  
-09/13/95--01040--0013  
\*\*\*\*\*87.50 \*\*\*\*\*07.50

Re: Amendment to Certificate of Incorporation;  
K & R THIRTY-SECOND AVENUE CORP

Gentlemen:

Enclosed are duplicate copies of Articles of Amendment to K & R THIRTY-SECOND AVENUE CORP. effecting an amendment of ARTICLE I of the Certificate of Incorporation. Also enclosed is the corporation's check in the amount of \$ 87.50 payable to the Secretary of State and representing the following:

\$35.00 - filing fee; and

\$52.50 - Certified copy fee.

Please return the enclosed copy of the Articles of Amendment certified by the Secretary of State to the undersigned at the above address.

Very truly yours,

*M. Quintana*

MIRIAM QUINTANA, Secretary to  
NEAL E. FARR

/mq  
Enclosures

FILED  
95 SEP 13 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
RHE  
9-18

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
**K & R THIRTY-SECOND AVENUE CORPORATION AVENUE CORP.**

I. ARTICLE I of the Articles of Incorporation of **K & R THIRTY-SECOND AVENUE CORPORATION AVENUE CORP.**, is amended to read:

THE NAME OF THE CORPORATION IS:

**K & R THIRTY-SECOND AVENUE CORP.**

II. The foregoing amendment was unanimously adopted by the shareholders of this corporation on the 28th day of August, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment to the Certificate of Incorporation on this 28th day of August, 1995.

**K & R THIRTY-SECOND AVENUE CORP.**

By: \_\_\_\_\_

**NEAL E. FARR, Registered Agent**

Attest: \_\_\_\_\_

**NEAL E. FARR**

STATE OF FLORIDA )

) S.S.

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared **NEAL E. FARR**, the ~~Registered Agent~~ of **K & R THIRTY-SECOND AVENUE CORP.**, who is personally known to me or who produced his Florida Driver's License as identification; and, who acknowledged that he did freely and voluntarily execute said Articles of Amendment for the purposes therein expressed.

WITNESS my hand and seal on this 8<sup>th</sup> day of September, 1995.

My commission expires:

OFFICIAL NOTARY SEAL  
MIRIAM QUINTANA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC360223  
MY COMMISSION EXP. MAR. 29, 1998

Miriam Quintana  
NOTARY PUBLIC, State of Florida at Large

MIRIAM QUINTANA