

REFERENCE 1

677901

4656A

AUTHORIZATION :

COST LINIT : # 122,50

ORDER DATE: September 11, 1995

ORDER TIME : 2:30 PM 500001581765

ORDER NO. : 677901

CUSTOMER NO:

4656A

CUSTOMER: Sheryl Cohen, Legal Assistant

GREENBERG TRAURIG HOFFMAN

LIPOFF ROSEN & QUENTEL, P. A.

22nd Floor

1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

NAME ASSOCIATED CAPITAL EQUITIES

CORP. III

ARTICLES 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: Jennifer Moran

EXAMINER'S INITIALS:

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SECRETARIA CA STATE

ALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ASSOCIATED CAPITAL EQUITIES CORP. III

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ASSOCIATED CAPITAL EQUITIES CORP. III
The address of the principal office of this corporation
shall be 200 East Robinson Street, Suite 900, Orlando,
Florida 32801 and the mailing address of the corporation
shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassoe, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

James R. Heistand Dir.

200 East Robinson Street, Suite 900 Orlando, Florida 32801

Allen C. De Olazzara Dir. 1800 Eller Drive, Suite 500 Fort Lauderdale, Florida 33316

ARTICLE VII. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 11, 1995.

CORPORATION SERVICE COMPANY

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Roz