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P9500072653

ACCOUNT NO. : 0721000000032

REFERENCE : 687311 4656A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : 9 122.50

ORDER DATE : September 20, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 687311

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

400001589134

EFFECTIVE DATE
SEP 14 1995

DOMESTIC FILING

NAME: ACP FLORIDA OFFICE PROPERTIES,
INC.

XX 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: Lynne Roberts

EXAMINER'S INITIALS:

T BROWN SEP 20 1995

FILED
95 SEP 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

595A - 43150

EFFECTIVE DATE
SEP 14 1995

ARTICLES OF INCORPORATION
OF
ACP FLORIDA OFFICE PROPERTIES, INC.

FILED
95 SEP 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ACP FLORIDA OFFICE PROPERTIES, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: 200 East Robinson Street, Suite 900, Orlando, FL 32801.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 200 East Robinson Street, Suite 900, City of Orlando, County of Orange, State of Florida 32801, and the name of its initial registered agent at such office is **James R. Heistand**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors is two, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Allen C. de Olazarra
Suite 420
3440 Hollywood Boulevard
Hollywood, FL 33021

James R. Heistand
Suite 900
200 East Robinson Street
Orlando, FL 32801

ARTICLE VII

The name of the Incorporator is Allen C. de Olazarra and the address of the Incorporator is Suite 420, 3440 Hollywood Boulevard, Hollywood, Florida 33021.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of September, 1995, effective September 14, 1995.


Allen C. de Olazarra - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ACP FLORIDA OFFICE PROPERTIES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


James R. Heistand, Registered Agent
Dated: September 13th, 1995.