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ACCOUNT NO. : 072100000032

REFERENCE : 790543 7207A

AUTHORIZATION :

*Patricia Pizub*

300001677333

COST LIMIT : \$ 122.50

ORDER DATE : January 3, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 790543

CUSTOMER NO: 7207A

CUSTOMER: Geoffrey S. Mombach, Esq  
MOMBACH ROYLE & HARDIN, P.A.

Suite 1950  
500 East Broward Boulevard  
Fort Lauderdale, FL 333943078

RECEIVED  
96 JAN -3 PM 2:10  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: STONES RIVER PLACE, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
96 JAN -3 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN - 4 1996

**ARTICLES OF INCORPORATION  
OF  
STONES RIVER PLACE, INC.**

**FILED**  
96 JAN -3 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is STONES RIVER PLACE, INC. and its mailing address and principal place of business is 899 West Cypress Creek Road, Suite 812, Fort Lauderdale, Florida 33309

**ARTICLE II**

The corporation shall have perpetual existence.

**ARTICLE III**

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

**ARTICLE IV**

The corporation is authorized to issue one thousand (1000) shares of capital stock of the par value of One Dollar (\$1.00) each.

**ARTICLE V**

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the corporation at that address is Geoffrey S. Mombach.

**ARTICLE VI**

The corporation shall have initially one (1) director. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial director of the corporation is:

Mr. Bob Starnes  
899 West Cypress Creek Road  
Suite 812  
Fort Lauderdale, Florida 33309

#### ARTICLE VII

The name and address of the person signing these Articles is: Bob R. Starnes, 899 West Cypress Creek, Suite 812, Fort Lauderdale, Florida 33309

#### ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

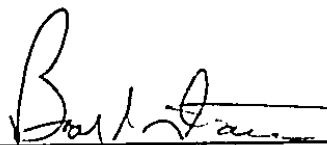
#### ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 29th day of December, 1995.

  
Bob R. Starnes

STATE OF FLORIDA )

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 1995, by Bob R. Starnes, who is personally known to me.



Holly L. Harrison  
Typed/Printed Name:  
Notary Public - State of ~~Illinois~~ Florida  
Commission Expires:  
Commission Number:

I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon Stones River Place, Inc., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 29<sup>th</sup> day of December, 1995.

Geoffrey S. Mombach  
Geoffrey S. Mombach

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SECRETARY OF STATE  
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