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1201 HAYS STREET
STUART, FL 34994
904-221-1171
FAX

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96 JAN 17 PM 12:43
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 807305 81236A
AUTHORIZATION :
COST LIMIT : *

ORDER DATE : January 17, 1996
ORDER TIME : 10:48 AM
ORDER NO. : 807305
CUSTOMER NO: 81236A

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-01/17/96--01074--008
***122.50 ***122.50

CUSTOMER: Ms. Beth Prinz
WARNER FOX SEELEY & DUNGEY
ATTORNEYS, P.A.
1100 South Federal Highway
P. O. Drawer 6
Stuart, FL 34994

DOMESTIC FILING

NAME: VILLAGE CENTER REALTY, INC.

X _____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 17 PM 4: 21

FILED

JSB
1/18/96

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**ARTICLES OF INCORPORATION
OF
VILLAGE CENTER REALTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be:

VILLAGE CENTER REALTY, INC.

The corporation's principal place of business and mailing address shall be:

**901 S.W. MARTIN DOWNS BLVD., SUITE 207
PALM CITY, FLORIDA 34990**

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1100 S. FEDERAL HIGHWAY, STUART, FLORIDA 34994.

The name of the initial registered agent of this corporation at that address is:

BETH TEARDO PRINZ

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles are:

**ARTHUR KLEINPELL
2565 KENT RIDGE COURT
BLOOMFIELD HILLS, MI 48301**

ARTICLE VI

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not

be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE VII

INDEMNIFICATION

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

ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

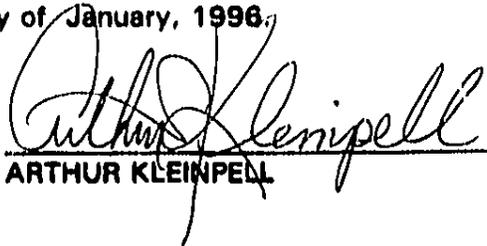
ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12TH day of January, 1996.


ARTHUR KLEINPELL

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for VILLAGE CENTER REALTY, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16th day of January, 1996.


BETH TEARDO PRINZ,
Registered Agent

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TALLAHASSEE, FLORIDA