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JOHN K. VREELAND  
DONALD H. WILSON, JR.

IN REPLY REFER TO:

Lakeland

January 25, 1996

A.H. LANE (HITFIELD)

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Lakehaven Utility, Inc.  
Lakehaven Apartments, Inc.  
Lakehaven Acres, Inc.  
Utility Management, Inc.  
Fedhaven Apartments, Inc.

Our File: R363-36779

Gentlemen:

Enclosed please find original executed Articles of Incorporation for each of the five (5) above corporations, together with my firm's check in the amount of \$612.50, payable to the Secretary of State, representing \$35.00 to file each set of Articles, \$35.00 for each registered agent designation and \$52.50 for one certified copy of each.

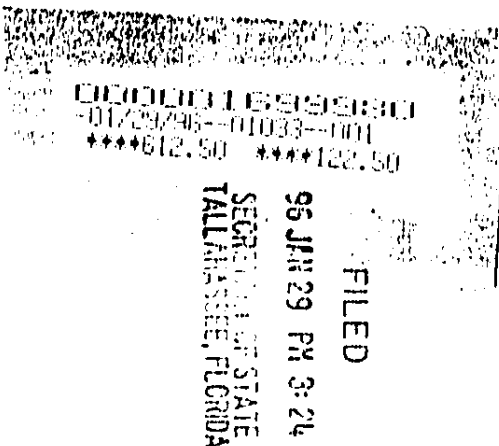
Please file these Articles and return one certified copy of each to me at the Lakeland address above.

If you have any questions or problems with the enclosed, do not hesitate to call me.

Sincerely,

Janet M. Stuart  
Janet M. Stuart

encl. as noted  
xc: (w/o encl.) Mark R. Rubin



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**ARTICLES OF INCORPORATION**  
**OF**  
**UTILITY MANAGEMENT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is **UTILITY MANAGEMENT, INC.**

**ARTICLE II - DURATION**

The duration of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are:

- (1) To manufacture, construct, 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 products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
- (2) To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

- (1) The total number of shares of capital stock authorized to be issued by the corporation shall be One Hundred (100) shares having a par value of \$1.00 per share. Each of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(2) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial street and mailing address of the principal office of this corporation in the State of Florida will be 500 Fedhaven Circle, Fedhaven, Florida 33854. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is **MARK R. RUBIN**, located at 777 Arthur Godfrey Road, Miami Beach, Florida 33140.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
<b>MARK R. RUBIN</b>	777 Arthur Godfrey Road Miami Beach, Florida 33140
<b>ROBERT M. ANDREWS</b>	5032 Brandywine Way Stuart, Florida 34997
<b>RICHARD DOOLEY</b>	207 Lake Street Evanston, Illinois 60201

CHARLES DI GIOVANNA

64 W. Brother Drive  
Greenwich, Connecticut 06830

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is:

Name

Address

MARK R. RUBIN

777 Arthur Godfrey Road  
Miami Beach, Florida 33140


**ARTICLE VIII - 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 corporation's shares or property through merger or the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 27th day of January, <sup>1995</sup>~~December~~, 1995.

  
MARK R. RUBIN

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11th day of December, 1998, by **MARK R. RUBIN**;

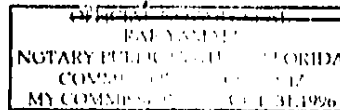
- ☒ who is personally known to me; or  
☐ who produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or  
☐ who produced the following identification: \_\_\_\_\_.

*IN WITNESS WHEREOF*, I have hereunto set my hand and official seal the day and year written above.

(Affix Notary Seal)

Signature:

Rae Yamali  
NOTARY PUBLIC / State of Florida at Large  
Typed name: RAE YAMALI  
My Commission Expires: \_\_\_\_\_  
My Commission No.: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **UTILITY MANAGEMENT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fedhaver, County of Polk, State of Florida, has named **MARIL R. RUBIN**, located at 777 Arthur Godfrey Road, City of Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.

  
**MARK R. RUBIN**  
Registered Agent

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TALLAHASSEE, FLORIDA