

SENT BY:

: 2- 2-96 11:12PM :

BAILEY HUNT-

H960000010697

2/02/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

11:48

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01

CORPORATE NAME: G.L.F. MANAGEMENT SERVICES, INC.

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (305) 579-9965

MAILING NAME/ADDRESS: BAILEY HUNT JONES & BUSTO, A PROFESSIONAL ASSOCIA
501 BRICKELL KEY DR
COURVOISIER CENTRE SUITE 300
MIAMI
FL 33131-02- US.

CERTIFICATE(S) REQUESTED: NO

ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

2/02/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

11:49

((H96000001626))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: BAILEY HUNT JONES & BUSTO, A PROF
501 BRICKELL KEY DR
COURVOISIER CENTRE SUITE 300
MIAMI FL 33131-02-

FAX: (904) 922-4000

CONTACT: CHARISSE DELGADO

PHONE: (305) 374-5505

FAX: (305) 579-9965

((H96000001626))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.
NAME: G.L.F. MANAGEMENT SERVICES, INC.

FAX AUDIT NUMBER: H96000001626

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/02/1996

TIME REQUESTED: 11:49:04

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075410000136

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000001626))

** ENTER 'M' FOR MENU. **

68:11:11 2-87996

This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
Dailey & Jones
a professional association
300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623
Telephone (305) 374-5505

Secretary of State Electronic Filing Certification
No. H96000001626
Friday, February 2, 1996

FILED
SECRET
FEB - 2 PM 2:50
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF G.L.F. MANAGEMENT SERVICES, INC.**

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be G.L.F. Management Services, Inc.
2. The general nature of the business to be transacted will be real property management and the operation of a licensed real estate brokerage business.
3. The Corporation, by and through its officers and directors shall have the following powers:
 - a. To enter into contracts for the provision of goods and services with any natural or judicial person and to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the other objects and purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidence of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem advisable.

Secretary of State Electronic Filing Certification
No. H96000001626
Friday, February 2, 1996

- b. To acquire by purchase, subscription, or otherwise and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.
 - c. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.
 - d. To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its corporate purposes.
 - e. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto.
 - f. To perform any other act and to exercise any other power permitted to a corporation under the laws of the State of Florida, without limitation thereupon.
4. The capital stock of this Corporation shall consist of 2,500 shares of common voting stock with a par value of one dollar per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be agreed upon by the Directors. Property or labor may also be purchased with the capital stock of the corporation at such valuation as may be fixed by the Board of Directors.
5. The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).
6. The Corporation shall have perpetual existence.
7. The principal office of the Corporation shall be located initially at 42309 Fisher Island Drive, Fisher Island, Florida 33109 and subsequently at such other place as the Directors may choose.

Secretary of State Electronic Filing Certification
No. H96000001626
Friday, February 2, 1996

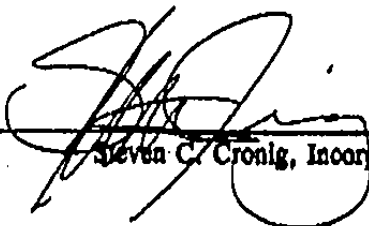
8. The initial number of directors of the Corporation shall be three, but that number may be increased or decreased down to one from time to time by a majority vote of the shareholders.
9. The names and addresses of the first directors of the Corporation are Steven J. Green, 42309 Fisher Island Drive, Fisher Island, Florida 33109; Mark Landis, 42309 Fisher Island Drive, Fisher Island, Florida 33109; and Brian Friedman, 42309 Fisher Island Drive, Fisher Island, Florida 33109.
10. The name and address of the incorporator to these Articles of Incorporation is Steven C. Cronig, Esquire, c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.
11. The name and address of the initial Registered Agent and Registered Office for the Corporation is Steven C. Cronig, Esquire c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.
12. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles of Incorporation:
 - a. The original subscriber of the Corporation shall have the right upon its organization to assign and deliver his subscription of stock, if any, to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who upon acceptance of such assignment, shall stand in lieu of the original subscriber and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment. The original subscriber shall be empowered to execute and issue the initial stock certificates to such persons on behalf of the Corporation and to affix the corporate seal thereto.
 - b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
 - c. No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Directors of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Director of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise

Secretary of State Electronic Filing Certification
No. H96000001626
Friday, February 2, 1996

Interested. Any Director may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

d. The shareholders of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the shareholders.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for uses and purposes aforesaid this 2nd day of February, 1996.


Steven C. Cronig, Incorporator

STATE OF FLORIDA) ss
COUNTY OF DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgements within the State of Florida, Steven C. Cronig, who, having produced a current Florida driver's license as adequate photographic identification, did execute the foregoing Articles of Incorporation before me, did acknowledge such execution as his free act and deed before me and did not take an oath.

WITNESS MY HAND AND SEAL this 2ND day of February, 1996 at Miami, Florida.



NAME: CHARISSE C. DELGADO
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires: CHARISSE C. DELGADO

Commission No. CO 949890

Commission Expires March 4, 1998

Commission Recorded in

Records Book 16284 Page No. 4880

Records of Dade County, Florida

NO. H96000001626

Articles of Incorporation of G.L.F. Management Services, Inc., Page 4

SENT BY:

2-2-96 12:16PM

BAILEY HUNT-

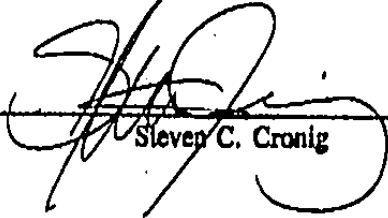
IN 0

Secretary of State Electronic Filing Certification
No. H96000001626
Friday, February 2, 1996

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for G.L.F. Management Services, Inc. and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 2nd day of February, 1996.


Steven C. Cronig

CANDATA/COMFOR - INCL. ART
File #0448006 Wednesday, June 14, 1995
©1996 Bailey & Jones

FILED
96 FEB -2 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of G.L.F. Management Services, Inc., Page 5

No. H96000001626

SENT BY:

P96000010697

3/29/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:20

((H96000004581))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: BAILEY HUNT JONES & BUSTO, A PROF

DEPARTMENT OF STATE

501 BRICKELL KEY DR

STATE OF FLORIDA

COURVOISIER CENTRE SUITE 300

409 EAST GAINES STREET

MIAMI FL 33131-

302-4610

TALLAHASSEE, FL 32399

CONTACT: CHARISSE DELGADO

FAX: (904) 922-4000

PHONE: (305) 374-5505

FAX: (305) 379-9965

((H96000004581))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: G.L.F. MANAGEMENT SERVICES, INC.

FAX AUDIT NUMBER: H96000004581

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/29/1996

TIME REQUESTED: 14:28:36

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 075410000136

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000004581))

** ENTER 'M' FOR MENU. **

already received

RECEIVED

96 MAR 29 PM 3:35

FLORIDA DIVISION OF CORPORATIONS

00500, 00664, 02343, 00671

*Corporation
Kunde*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 29 PM 4:30

FILED

BAILEY & JONES

A PROFESSIONAL ASSOCIATION, ATTORNEYS AT LAW

COURVOISIER CENTRE, SUITE 300, 501 BRICKELL KEY DRIVE, MIAMI, FLORIDA 33131-3000 • TELEPHONE (305) 374-5505

March 29, 1996

G.L.F. MANAGEMENT SERVICES, INC.
42309 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

SUBJECT: G.L.F. MANAGEMENT SERVICES, INC.
REF: P96000010697

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000004581
Letter Number: 596A00014612

5-21-1996 5:43PM

FROM BAILEY-JONES 3053746715

P. 1

04/01/88 11:48 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1996

G.L.F. MANAGEMENT SERVICES, INC.
42309 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33108

SUBJECT: G.L.F. MANAGEMENT SERVICES, INC.
REF: P96000010697

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6937.

Jerri Weinmann
Staff Assistant

FAX Aud. #: H96000004581
Letter Number: 596A00014612

TO: JERRI WEINMANN
STAFF ASSISTANT

FAX: 904-922-4000

DIVISION OF CORPORATIONS

96 MAY 22 AM 7:58

RECEIVED

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
Bailey & Jones
a professional association
300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623
Telephone (305) 374-3505

Secretary of State Electronic Filing Certification
No. H96000004581
March 29, 1996

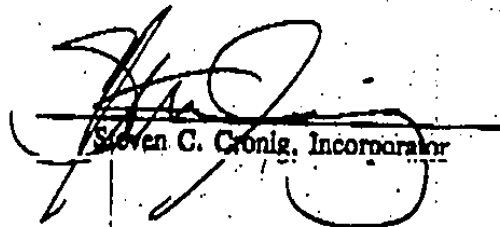
FILED
96 MAR 29 4:30
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION OF G.L.F. MANAGEMENT SERVICES, INC.

Pursuant to Florida Statutes Section 607.1005 *et seq.*, Steven C. Cronig, as sole incorporator of G.L.F. Management Services, Inc., a corporation organized under the laws of the State of Florida on February 2, 1996 Document #P96000010697 (the "Corporation"), hereby makes, swears, certifies and files the following amendment to the Corporation's articles of incorporation, all of which have been adopted and are effective as of March 29, 1996. No stock having yet been issued, no shareholder approval of this amendment is required

1. **Change of Name.** The name of the Corporation is hereby amended to be "Florida Home Realty Services, Inc."
2. **Number of Directors.** Article 8 of the Articles of Incorporation is hereby amended to read as follows: "The initial number of directors of the Corporation shall be two, but that number may be increased or decreased down to one from time to time by a majority vote of the shareholders."
3. **Initial Directors.** Article 9 of the Articles of Incorporation is hereby amended to read as follows: "The names and addresses of the first directors of the Corporation are Mark Landis, 42309 Fisher Island Drive, Fisher Island, Florida 33109 and and Brian Friedman, 42309 Fisher Island Drive, Fisher Island, Florida 33109."

IN WITNESS WHEREOF, the undersigned incorporator has caused this Amendment to be executed the 29th day of March, 1996 at Miami, Florida.


Steven C. Cronig, Incorporator

FILED
96 - MAR 29 - PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
No. H96000004581

Amendment to Articles of Incorporation of G.L.F. Management Services, Inc., Page 1

Secretary of State Electronic Filing Certification
No. H96000004581
Friday, March 29, 1996

STATE OF FLORIDA) ss
COUNTY OF DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and receive acknowledgements within the State of Florida, Steven C. Cronig, as sole Incorporator of G.L.F. Management Services, Inc., a Florida corporation, who, having produced a current Florida driver's license as adequate photographic identification and acting with due corporate authority, did execute the foregoing Amendment before me and did affix the corporate seal thereto as the act and deed of said corporation.

WITNESS MY HAND AND OFFICIAL SEAL this 29th day of March, 1996
at Miami, Florida.

[Signature]
NAME Daisy Santiago
NOTARY PUBLIC, STATE OF FLORIDA - AT LARGE
My Commission Expires:



C:\DATA\008FOR-1\WLF.AMD
File 000004-Friday, March 29, 1996
©1996 Bailey & Jones



Amendment to Articles of Incorporation of G.L.F. Management Services, Inc., Page 2

No. H96000004581