

FEB -13 (TUE) 11:00 RUBIN BAUM & LEVIN

TEL (305) 374-7580

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2/13/96 11:33 AM  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
200 S BISCAYNE BLVD  
2500 SE FINANCIAL CENTER  
MIAMI FL 33131-2336311-  
CONTACT: KENDALL SPARKMAN  
PHONE: (305) 374-7580  
FAX: (305) 350-2446

((H96000002080)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: VILLAGE ASSOCIATES, INC.  
FAX AUDIT NUMBER: H96000002080  
DATE REQUESTED: 02/13/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:32:38  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 075350000132

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DIVISION OF CORPORATIONS

*[Handwritten signature]*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02/08/96 12:30 Fl. Dept. of State pl /1

Fax Audit No. H96-2080



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

February 8, 1996

KENDALL SPARKMAN  
RUBIN BAUM LEVIN, ET AL.  
200 S. BISCAYNE BLVD.  
MIAMI, FL 33131

The name VILLAGE ASSOCIATES, INC. has been reserved for 120 days beginning February 8, 1996. The reservation number is R96000000663 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 468-9000, the Name Availability Section

Trevor Brumbley

Letter number: 496A00005580

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

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February 13, 1996

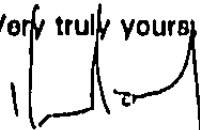
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: **Village Associates, Inc./Name Reservation R96000000663**

Ladies and Gentlemen:

The undersigned hereby assigns all his right, title and interest in and to the referenced name reservation and any and all rights attendant thereto in favor of John C. Sumborg, as incorporator of a Florida corporation bearing such name.

Very truly yours,



Kendall Sparkman

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**ARTICLES OF INCORPORATION  
OF  
VILLAGE ASSOCIATES, INC.**

**ARTICLE I -- NAME**

The name of this corporation is VILLAGE ASSOCIATES, INC.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

7500 Red Road, Suite 2-A  
South Miami, Florida 33143.

**ARTICLE III -- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

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

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

200 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131;

and the name and address of the initial registered agent of this corporation are:

**Name**

**Address**

John C. Sumberg

200 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131.

*This instrument prepared by:*

Marc J. Stone, Esquire  
Florida Bar No. 724920  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

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### ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

### ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Martin Fine	701 Brickell Avenue, Suite 3000 Miami, Florida 33131
Gerald Gould	7500 Red Road, Suite 2-A South Miami, Florida 33143.

### ARTICLE VIII -- INCORPORATOR

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

<u>Name</u>	<u>Address</u>
John C. Sumberg	200 South Biscayne Boulevard, Suite 2500 Miami, Florida 33131.

The powers and duties of the incorporator shall terminate upon the filing of these Articles of Incorporation.

### ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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**ARTICLE X -- INDEMNIFICATION**

This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI -- AMENDMENT**

This 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 has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 13th day of February, 1996.

  
\_\_\_\_\_  
John C. Sunberg, Incorporator and  
Registered Agent

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