

P96000020232

LAW OFFICES  
OF

**RONALD R. FRIEDMAN, P.A.**

240 W. PALMITO PARK ROAD, SUITE 300  
BOCA RATON, FL 33432

\*RONALD R. FRIEDMAN, J.D., LL.M.  
(MEMBER OF FLORIDA AND NEW JERSEY BARS)

TELEPHONE (407) 347-1700  
FAX (407) 730-3236

March 1, 1996

Secretary of State  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800001730958  
-03/04/96--01079--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: DBM REAL ESTATE VENTURES, INC.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing please find executed original and duplicate original of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50 representing the filing fee and the cost of a certified copy.

Kindly file said Articles of Incorporation and return a certified copy of same to this office upon completion of the filing process.

Should there be any questions, please do not hesitate to let us know. Thank you.

Very truly yours,

*Ronald R. Friedman*

Ronald R. Friedman  
Enc./ssr

FILED  
96 MAR -4 PM 3:30  
TALLAHASSEE, FLORIDA  
FBI

FILED

96 MAR -4 PM 3:30

CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DBM REAL ESTATE VENTURES, INC.

THE UNDERSIGNED, acting as sole incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: DBM REAL ESTATE VENTURES, INC. The address and mailing address of the corporation's principal office shall be:

240 W. Palmetto Park Rd.  
Suite 300  
Boca Raton, Florida 33432

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.

ARTICLE IV

The corporation shall have the authority to issue 1000 shares of common stock, all of one class, at One Dollar (\$1.00) par value.

ARTICLE V

The address of its initial registered office of the corporation is 240 W. Palmetto Park Rd., Suite 300, Boca Raton, Florida 33432 and the name of its registered agent is Ronald R. Friedman.

ARTICLE VI

The number of directors constituting its initial Board of Directors is four (4), whose names and addresses are:

Michael I. Daszkal, 860 S.W. 16th St., Boca Raton, FL 33486  
Jeffrey A. Bolton, 6707-A Boca Pines Trail, Boca Raton, FL 33433  
Robert A. Manela, 10199 182nd Ct. South, Boca Raton, FL 33498

#### ARTICLE VII

The names and address of the Incorporators are:

Michael I. Daszkal, 800 S.W. 16th St., Boca Raton, FL 33486  
Jeffrey A. Bolton, 8707-A Boca Pines Trail, Boca Raton, FL 33433  
Robert A. Manela, 10193 182nd Ct. South, Boca Raton, FL 33498

#### ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

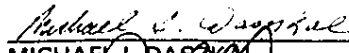

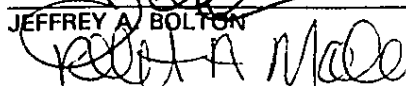
#### ARTICLE IX

Unless otherwise provided in this Corporation's By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

#### ARTICLE X

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, we have subscribed our names this 28<sup>th</sup> day of February,  
1996.

  
\_\_\_\_\_  
MICHAEL I. DASZKAL  
  
\_\_\_\_\_  
JEFFREY A. BOLTON  
  
\_\_\_\_\_  
ROBERT A. MANELA

STATE OF FLORIDA

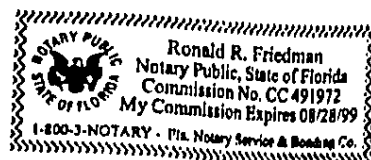
: 88

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MICHAEL I. DASZKAL, JEFFREY A. BOLTON and ROBERT A. MANELA, who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, or who produced           n/a           as identification, and who did not take an oath, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in the county and state aforesaid, this 28<sup>th</sup> day of February, 1996.

Ronald R. Friedman  
Notary Public of the State of Florida  
My Commission Expires:



ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

  
\_\_\_\_\_  
Ronald R. Friedman

RECEIVED  
STATE  
TALLAHASSEE FLORIDA

95 MAR -4 PM 3:30

FILED