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3/2/96 FLORIDA DIVISION OF CORPORATIONS 5:00 PM
PUBLIC ACCESS SYSTEM
(((H96000004050))) ELECTRONIC FILING COVER SHEET
TO, DIVISION OF CORPORATIONS FROM, GUNSTER, YOKLEY, ETAL. (WEST PALM B
DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
400 EAST GRAYNES STREET WEST PALM BEACH FL 33401-6184
TALLAHASSEE, FL 32309 CONTACT, MARY BLACKFORD CHERRY
FAX, (904) 922-4000 PHONE, (407) 650-0720
FAX, (407) 655-5677
(((H96000004050))) DOCUMENT TYPE, FLORIDA PROFIT CORPORATION OR P.A.
NAME, MNYX EGRET'S/HERON CORP.
FAX AUDIT NUMBER, H96000004050 CURRENT STATUS, REQUESTED
DATE REQUESTED, 03/20/1996 TIME REQUESTED, 17:00:02
CERTIFIED COPIES, 1 CERTIFICATE OF STATUS, 0
NUMBER OF PAGES, 5 METHOD OF DELIVERY, FAX
ESTIMATED CHARGE, \$122.50 ACCOUNT NUMBER, 078117000400

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Profit Corp.
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March 21, 1996

GUNSTER YOAKLEY ETAL

W PALM BEACH, FL

SUBJECT: MNYX EGRET'S/HERON CORP.
REF: W96000006112

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

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000004050
Letter Number: 296A00013020

**ARTICLES OF INCORPORATION
OF
MNYX EGRET'S/HERON CORP.**

The undersigned, being a natural person of the age of 18 years or more and acting as the incorporator, does hereby adopt the following Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act (the "Act");

ARTICLE ONE

The name of the corporation is MNYX Egret's/Heron Corp.

ARTICLE TWO

The period of duration of the corporation is perpetual.

ARTICLE THREE

The exclusive purposes of the corporation are to acquire real property (as such term is defined by Section 501(c)(25)(A) of the Internal Revenue Code of 1986, as amended) and hold title to, and collect income from, such property and remit the entire amount of income from such property (less expenses) to the shareholders of the corporation, all of which must meet the qualifications set forth in Article FOUR herein.

ARTICLE FOUR

The corporation may have no more than 35 shareholders. Only the following types of organizations may be or become shareholders of the corporation:

- (a) a qualified pension, profit-sharing, or stock bonus plan that meets the requirements of Section 401(a) of the Internal Revenue Code of 1986, as the same may be amended from time to time ("IRC");
- (b) a governmental plan within the meaning of IRC Section 414(d);
- (c) the United States, any state or political subdivision thereof, or any agency or instrumentality of any of the foregoing; or
- (d) an organization described in IRC Section 501(c)(3).

Kenneth M. Hart, Esq.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(407) 650-0707 FL Bar # 0150369

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SECRETARY OF STATE
PALM BEACH COUNTY

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ARTICLE FIVE

Shares of the corporation may be sold, transferred or otherwise disposed of by any shareholder either:

(a) By selling or exchanging its shares in the corporation (subject to any federal or state securities law) to any organization described in Article FOUR above so long as the sale or exchange does not increase the number of shareholders in the corporation above 35; or

(b) By having its stock redeemed by the corporation (subject to the provisions of the Act) after the shareholder has provided at least 90 days notice to the corporation.

ARTICLE SIX

The shareholders of the corporation may dismiss the corporation's investment adviser, if any, following reasonable notice, upon a vote of the shareholders holding a majority of the issued and outstanding shares of the corporation entitled to vote.

ARTICLE SEVEN

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares all of which are \$.01 par value and are of the same class and are to be Common Shares.

ARTICLE EIGHT

Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such organizations described in Article Four herein, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used therein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

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ARTICLE NINE

The address of the initial registered office is c/o MIG Realty Advisors, Inc., 250 Australian Avenue South, Suite 400, West Palm Beach, FL 33401. The registered agent name of this corporation at the address is Jane Goldberger.

ARTICLE TEN

The address of the initial principal office of the corporation is 250 Australian Avenue South, Suite 250, West Palm Beach, FL 33401.

ARTICLE ELEVEN

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and the addresses of the persons who are elected to serve as the initial directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Edwin B. Wayman	250 Australian Avenue South Suite 400 West Palm Beach, Florida 33401
Larry E. Wright	250 Australian Avenue South Suite 400 West Palm Beach, FL 33401
James A. Cote	250 Australian Avenue South Suite 400 West Palm Beach, Florida 33401

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ARTICLE TWELVE

The corporation shall indemnify any and all persons whom it shall have power to indemnify, provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE THIRTEEN

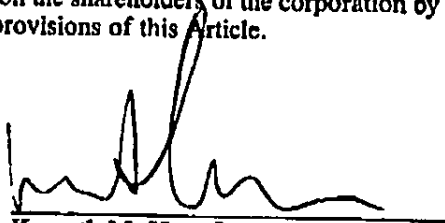
The name and address of the incorporator is as follows:

Kenneth M. Hart
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

ARTICLE FOURTEEN

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

Signed on March 13, 1996.


Kenneth M. Hart, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MYNX Egrot's/Heron Corp., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Jane S. Goldberger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/26/96 TUE 15:45 FAX 561 655 8677

GUNSTEY OAKLEY V DES

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11/26/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:20 PM

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: GUNSTEY, OAKLEY, ETAL. (WEST PALM BRANCH)

ACCT#: 076117000420

CONTACT: MARY BLACKFORD CHERRY

FAX #: (407) 655-8677

PHONE: (407) 650-0728

NAME: MARY EGRET'S/MERON CORP.

AUDIT NUMBER.....H96000016748

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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EST.CHARGE.. \$87.50

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TALLAHASSEE, FLORIDA

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11/27/86 WED 11:24 FAX 861 655 8677
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11/27/86 10:04 Fl. Dept. of State PA/A
GUNSTER YOAILEY VALDES P

0002



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 27, 1986

MYX EGRET'S/HERON CORP.
250 AUSTRALIAN AVE. SOUTH
SUITE 250
N PALM BEACH, FL 33401

SUBJECT: MYX EGRET'S/HERON CORP.
REF: P96000026707

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

The date of adoption of each amendment must be included in the document.

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

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000016748
Letter Number: 396A00053711

H96000016748

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MNYX EGRET'S/HERON CORP.**

Pursuant to the provisions of section 607.1006, Florida Statutes, MNYX Egret's/Heron Corp., a Florida corporation, hereby amends its Articles of Incorporation as follows:

Article I is hereby amended to read:

The name of the corporation is MNYX Sawgrass Corp.

This Amendment was approved by all of the members of the Board of Directors by written consent in accordance with Sections 607.1006 and 607.0821 Florida Statutes, and shareholder approval was not needed for the above amendment; therefore, the Board of Directors consent was sufficient for approval dated November 26, 1996.

Dated: November 26, 1996

By: 
Thomas C. Trimble
Vice President

235528

Hugh W. Perry, Esq. FL Bar #0603600
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

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TALLAHASSEE, FLORIDA

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