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**FLORIDA DIVISION OF CORPORATIONS**  
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TO: DIVISION OF CORPORATIONS FROM: EDWARDS & ANGELL  
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8-0000

TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

CONTACT: REBECCA F BLACK  
PHONE: (407) 833-7700  
FAX: (407) 655-8719

((H96000004755))  
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: BLOCK 41ST AVENUE, INC.  
FAX AUDIT NUMBER: H96000004755 CURRENT STATUS: REQUESTED  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
BLOCK 41ST AVENUE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be Block 41st Avenue, Inc.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

**ARTICLE IV. ADDRESS**

The principal address of the corporation is 1048 Kane Concourse, Suite 2B, Bay Harbor, Florida 33154.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33840 and the name of the initial registered agent of the corporation at that address is Leslie R. Evans.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

FAX AUDIT #H96000004755  
Leslie R. Evans  
Florida Bar No. 403075  
Edwards & Angell  
250 Royal Palm Way, #300  
Palm Beach FL 33480  
(407) 833-7700

#### ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors are:

Seth Gadinsky  
1048 Kane Concourse, Suite 2B  
Bay Harbor, Florida 33154

#### ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement,

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vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Leslie R. Evans  
Edwards & Angell  
250 Royal Palm Way, Suite 300  
Palm Beach, Florida 33480

#### ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3rd day of April, 1996.

  
Leslie R. Evans, Incorporator

FAX AUDIT #H96000004755

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Block 41st Avenue, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Leslie R. Evans, located at Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, 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 to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 3rd day of April, 1996.

  
Leslie R. Evans

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT #H96000004755

P96000029190

Leslie Robert Evans, Esquire P.A.

(561) 832-8288

375 South County Road, Suite 218 Palm Beach, FL 33480 Fax (561) 832-5722

July 2, 1996

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

000001887920  
-07/09/96--01103--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Articles of Amendment to Block 41st Avenue, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Amendment for the above captioned corporation in addition to the requisite check in the amount of eighty-seven dollars and 50/100 (\$87.50).

I am also enclosing a stamped, return addressed envelope and ask that you forward a certified copy of the Articles to my office.

Should you have any questions, please feel free to contact me.

Thank you.

Very truly yours,

  
Leslie R. Evans, Esquire  
Registered Agent

LRE/ca  
Encl.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BLOCK 41ST AVENUE, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

First: The name of the Corporation is Block 41st Avenue, Inc.

Second: The amendment to the Articles of Incorporation is as follows: ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I NAME"

The name of the corporation shall be Block 41st Street, Inc.

Third: The foregoing amendment of the Articles of Incorporation was adopted and approved by the Board of Directors of the Corporation by written consent as of the 24 day of June, 1996 without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on the 26 day of June, 1996 and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

BLOCK 41st AVENUE, INC.

By: Seth Gadinsky  
Seth Gadinsky, Director

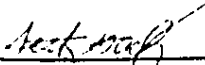
**BLOCK 41st AVENUE, INC.**  
**UNANIMOUS WRITTEN CONSENT OF**  
**DIRECTORS IN LIEU OF MEETING**

The undersigned, being the sole Director of Block 41st Avenue, Inc., a Florida corporation (the "Corporation"), hereby consents, pursuant to the provisions of Section 607.0821 of the Florida Business Corporation Act, to the adoption of the following votes:

VOTED That the amendment to the Articles of Incorporation on Exhibit "a" attached hereto be, and hereby is approved and adopted.

VOTED That any Director of the Corporation is authorized and directed to do all acts and execute such documents as he or she deems necessary or appropriate in order to effectuate the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 24th day of June, 1996.

  
\_\_\_\_\_  
Seth Gadinsky, Director