

4/11/96

FLORIDA DIVISION OF CORPORATIONS

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FROM: RUBIN BALM & LEVIN, COMPANY FRIEDMAN &

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DEERWOOD REALTY PARTNERS, INC.

FAX AUDIT NUMBER: H96000005175

CURRENT STATUS: REQUESTED

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**ARTICLES OF INCORPORATION
OF
DEERWOOD REALTY PARTNERS, INC.**

ARTICLE I -- NAME

The name of this corporation is DEERWOOD REALTY PARTNERS, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

3715 N.E. 214th Terrace
Aventura, Florida 33180.

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

Marc J. Stone

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

Fax Audit No. H96- 5175

Fax Audit No. H96- 5175

ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of April 8, 1996 at 12:01 AM.

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>
Mark J. Gordon	3715 N.E. 214th Terrace Aventura, Florida 33180
David Epstein	2957 Westbrook Fort Lauderdale, Florida 33332.

ARTICLE VIII -- INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Marc J. Stone	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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Fax Audit No. H96- 5175**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 8th day of April, 1996.



Marc J. Stone, Incorporator and
Registered Agent

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TALLAHASSEE, FLORIDA