

**LAW OFFICES  
HALEY, SINAGRA & PEREZ, P.A.**

P96000 034561

**MIAMI OFFICE:**

SUITE 800  
100 SOUTH MISCAYNE BOULEVARD  
MIAMI, FL 33131  
TEL (305) 374-1300  
FAX (305) 358-8305

**FORT LAUDERDALE OFFICE:**

SUITE 650  
110 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FL 33301  
TEL (305) 467-1300  
FAX (305) 467-1372

JAMES T. HALEY  
FRANK J. SINAGRA  
ALFONSO J. PEREZ  
JAMES P. PAUL  
JUAN A. GONZALEZ  
RONALD G. ENGLISH  
BERNARDO A. PORTUGONDO  
J. RANDOLPH LIEBLER  
HOWARD S. TOLAND

SCOTT M. DISEREN  
RACHEL A. CAMDEN  
JAMES W. CARPENTER  
TIMOTHY H. CRUTCHFIELD  
LOREL J. JIYER  
JAMES J. MURCHALLA  
DORA P. KAUFMAN  
ERIC H. MILLER  
STEVEN H. RUBIN  
FRANCISCA M. SHERI  
JOHN J. URBANI

OF COUNSEL  
RICHARD BERNSTEIN

April 17, 1996

**OVERNIGHT DELIVERY**

800001791279  
-04/23/96--01150--000  
\*\*\*+122.50 \*\*\*+122.50

Terri Buckley  
Corporate Specialist  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**Re: Refiling  
your reference #: W930009533  
Articles of Incorporation of  
CATALYST CONSTRUCTION CORPORATION**

FILED  
APR 22 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ms. Buckley:

I am enclosing an executed original of the Articles of Incorporation of Kerdyk WynCo Commercial Management and Leasing, Inc. A fee of \$122.50 is also enclosed to cover the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

**PLEASE NOTE THAT THE CORPORATION BECOMES EFFECTIVE ON THE DATE  
THE ARTICLES WERE EXECUTED, NOT THE DATE OF FILING.**

Please cause the Articles to be filed and return to me one certified copy in the self-addressed, stamped envelope provided for your convenience.

4/22/96  
JTB

Terri Buckley  
April 17, 1996  
Page 2

Thank you for your prompt attention to this matter.

Very truly yours,



J. Randolph Liebler

cc: William H. Kerdyk, Jr.  
Johnny L. Winton

JRL/das  
enc.

ARTICLES OF INCORPORATION

OF

KERDYK WYNCO COMMERCIAL MANAGMENT AND LEASING, INC.

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

KERDYK WYNCO COMMERCIAL MANAGMENT AND LEASING, INC.

FILED  
99 APR 22 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of SERIES A VOTING COMMON STOCK having a par value of .01 per share.

ARTICLE III

A. This Corporation is to exist perpetually.

RESOLVED, THAT the undersigned do hereby certify that the foregoing is a true and correct copy of the Articles of Incorporation of the above named Corporation.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office

are as follows:

Registered Agent

Address of Registered Office

William H. Kerdyk, Jr.

2631 Ponce de Leon Boulevard  
Coral Gables, FL 33134

#### ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

<u>Name</u>	<u>Address</u>
William H. Kerdyk, Jr.	2631 Ponce de Leon Boulevard Coral Gables, FL 33134
Johnny L. Winton	150 Southeast Second Avenue Suite 300 Miami FL 33131

#### ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

#### ARTICLE VII

The Corporation shall have two (2) directors initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than five (5) directors.

#### ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows.

##### Principal Office

2631 Ponce de Leon Boulevard  
Coral Gables, FL 33134

##### Mailing Address

2631 Ponce de Leon Boulevard  
Coral Gables, FL 33134

#### ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

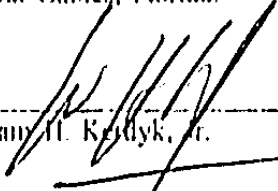
#### ARTICLE X

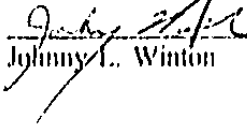
At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same principal among any number of candidates.

#### ARTICLE XI

In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this \_\_\_\_\_th day of February 1996, at Coral Gables, Florida.

  
\_\_\_\_\_  
William H. Kedyk, Jr.

  
\_\_\_\_\_  
Johnny L. Winton

FILED  
MAR 22 AM 8:31  
CLERK OF DISTRICT COURT  
SOUTH FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

  
\_\_\_\_\_  
William H. Kedyk, Jr.

\_\_\_\_\_  
Date