

5/09/96

FLORIDA DIVISION OF CORPORATIONS

((H96000006647))

TO: DIVISION OF CORPORATIONS

FROM: ATLAS PEARLMAN, P.A.

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NORTHSTAR AT AMHERST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
96 MAY 10 AM 8:05
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ARTICLES OF INCORPORATION
OF
NORTHSTAR AT AMHERST, INC.

FILED
96 MAY 10 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: NORTHSTAR AT AMHERST, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 6191 Hook Lane, Boynton Beach, FL 33437.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

KENNETH P. WURTENBERGER, ESQ. #177004
ATLAS, PEARLMAN, TROP & BORKSON
200 E. Las Olas, Ste. 1900
Ft. Lauderdale, FL 33301
(954) 766-7843

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall 7,500 shares of common stock, par value \$1.00 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kenneth P. Wurtenberger
Suite 1900
200 East Las Olas Boulevard
Fort Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) Directors Initially.

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ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

David Ettinger
5851 Wind Drift Lane
Boca Raton, FL 33433

Alvin Dobbin
8509 Windermere Circle
Rockville, MD 20852

The persons named as Initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Kenneth P. Wurttenberger, c/o Atlas, Pearlman, Trop & Burkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, FL 33301.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI

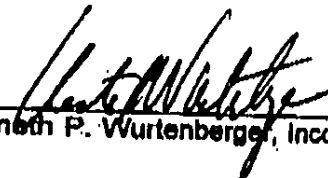
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ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0801 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 9th day of May, 1986.


Kenneth P. Wurtenberger, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

NORTHSTAR AT AMHERST, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 6191 Hook Lane, Boynton Beach, FL 33437 has named Kenneth P. Wurtenberger, whose address is Suite 1900, 200 East Las Olas Boulevard, Fort Lauderdale, FL 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Kenneth P. Wurtenberger

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TALLAHASSEE, FLORIDA

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