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1432 21st Street, Suite A  
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May 20, 1996

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Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

SI0000101000151  
05/24/96-01049--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: 45TH STREET PLAZA, INC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing and registered agent fees of the corporation. Please return the copy to us for our files.

Thank you for your assistance. If you have any questions, please do not hesitate calling.

Sincerely,

CYNTHIA L. COX

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Enclosures

FILED  
96 MAY 24 AM 9:17  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

SMB  
5/31/96

ARTICLES OF INCORPORATION

OF

45TH STREET PLAZA, INC.

FILED

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is 45TH STREET PLAZA, INC.

Article 2. Principal Office. The principal place of business address shall be 3455 - 45th Street, Vero Beach, FL 32967 and mailing address shall be Post Office Box 650127, Vero Beach, FL 32965-0127.

Article 3. Duration. The duration of the Corporation and is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The name and address of the initial Registered Agent and Office of this Corporation is as follows:

CYNTHIA L. COX, Esquire  
1432 - 21st Street, Suite A  
Vero Beach, FL 32960

Article 7. Initial Board of Directors. The number of Directors constituting the Initial Board of Directors is 1. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

ALWIN WALLACE  
705 S.W. 10th Avenue  
Vero Beach, FL 32962

**Article 1. Incorporators.** The name and address of each Incorporator is as follows:

ALWIN WALLACE  
705 S.W. 10th Avenue  
Vero Beach, FL 32962

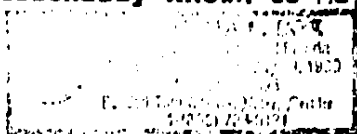
**Article 2. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20th day of May, 1996.

Alwin Wallace  
Incorporator

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

SWORN TO AND SUBSCRIBED before me by ALWIN WALLACE, who is personally known to me, this 20th day of May, 1996.



Cynthia L. Cox  
Notary Public, Florida  
My Commission Expires: 5/9/99  
Commission No. CC461393

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of 45TH STREET PLAZA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 20th day of May, 1996.

[Signature]  
Registered Agent

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INDIAN RIVER COUNTY, FLORIDA