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ATTORNEYS AT LAW
First Union Financial Center
200 South Biscayne Boulevard
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Miami, Florida 33131-2394
Telephone: (305) 371-3100
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Schantz
Schatzman &
Aaronson, P.A.

May 30, 1996

FLORIDA SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001871658
-06/21/96--01112--008
****122.50 ****122.50

RE: Five Flags Farm, Inc.
(Our File No.: 30303.01)
Gentlemen:

Enclosed herewith please find original Articles of Incorporation of Five Flags Farm, Inc., together with our Firm's Trust Account check to your order in the sum of \$122.50.

Would you please be good enough to file the enclosed Articles of Incorporation and forward me a copy thereof after filing.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN & AARONSON, P.A.

IRVING SHIMOFF
Of Counsel

IS/rp
Encls.

cc: Mrs. Pamela Segal (regular mail - w/out encls.)

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Done
6/4/96

1596-11749
685,677
FILED
96 JUN 12 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1996

IRVING SHIMOFF, ESQUIRE
SCHANTZ SCHATZMAN & AARONSON, P.A.
200 S BISCAYNE BLVD SUITE 1050
MIAMI, FL 33131-2394

SUBJECT: FIVE FLAGS FARM, INC.
Ref. Number: W96000011749

We have received your document for FIVE FLAGS FARM, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00027828

796-50452

**ARTICLES OF INCORPORATION
OF
FIVE FLAGS FARM, INC.**

FILED
96 JUN 12 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is FIVE FLAGS FARM, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH:** The name and address of the incorporator of the Corporation is Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of May, 1996.


IRVING SHIMOFF, Incorporator

**ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT**

FILED
96 JUN 12 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

FIVE FLAGS FARM, INC.


IRVING SHIMOFF, Incorporator

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