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7/19/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.  
9400 S DADELAND BLVD  
SUITE 600  
MIAMI FL 33156- 9-0000

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PHONE: (305) 670-0201  
FAX: (305) 670-6152

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE FORUM OF BOCA RATON EXECUTIVE COUNTRY CLUB CORP.

FAX AUDIT NUMBER: H96000010022

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/18/1996

TIME REQUESTED: 15:46:28

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 102450002676

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96 JUL 19 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE FORUM OF BOCA RATON  
EXECUTIVE COUNTRY CLUB CORP.**

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1996

**ARTICLE I - NAME**

The name of this corporation is THE FORUM OF BOCA RATON EXECUTIVE COUNTRY CLUB CORP.

**ARTICLE II - CORPORATE EXISTENCE**

The existence of this corporation shall commence on the day of filing these Articles of Incorporation; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

Fredric A. Hoffman, Esquire  
Florida Bar No. 206083  
Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156  
(305) 670-0201

**ARTICLE IV - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<b><u>NUMBER OF SHARES AUTHORIZED</u></b>	<b><u>PAR VALUE PER SHARE</u></b>	<b><u>CLASS OF STOCK</u></b>
1,000	01¢	Class A Voting Common
1,000	01¢	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE V - PRINCIPAL OFFICE**

The corporation's principal office shall initially be located at 7601 East Country Club Boulevard, Boca Raton, Florida 33487. The corporation's mailing address shall, initially, be located at the same address.

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

**REGISTERED AGENT**

Fredric A. Hoffman

**STREET ADDRESS OF  
REGISTERED OFFICE**9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors of this corporation shall be Meyer Kotler and Helen Kotler.

**ARTICLE VIII - OFFICERS**

The initial officers of the Corporation shall be:

President.....Meyer Kotler

Vice President.....Helen Kotler

Secretary.....Rae-Lynne Kotler

Treasurer.....Rae-Lynne Kotler

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

**NAME**

Fredric A. Hoffman

**ADDRESS**9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156

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**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of July, 1996.

Incorporator:

  
FREDRIC A. HOFFMAN

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:

  
FREDRIC A. HOFFMAN

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TALLAHASSEE, FLORIDA

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SEP. 24. 1997 12:05 PM

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NO. 233

P. 1

P96000060487

9/24/97

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((H97000015841 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.  
CONTACT: MARY W KURLANSIK  
PHONE: (305)670-0201

ACCT#: 102450002676

FAX #: (305)670-6152

NAME: THE FORUM OF BOCA RATON EXECUTIVE COUNTRY CL  
AUDIT NUMBER.....H97000015841  
DOC TYPE.....DISSOLUTION  
CERT. OF STATUS..0  
CERT. COPIES.....1

PAGES..... 1  
DEL.METHOD.. FAX  
EST.CHARGE.. \$87.50

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Dissolved  
9/24/97

ARTICLES OF DISSOLUTION  
OF  
THE FORUM OF BOCA RATON  
EXECUTIVE COUNTRY CLUB CORP.

FILED  
91 SEP 24 PM 2:39  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, The Forum of Boca Raton Executive Country Club Corp., a Florida corporation (the "Corporation") originally incorporated on July 19, 1996, document number P96000060487, adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is The Forum of Boca Raton Executive Country Club Corp.
2. The dissolution was authorized on September 8, 1997.
3. Dissolution has been approved by the shareholders and the number of votes cast for dissolution was sufficient for approval.

DATED this 8th day of September, 1997.

The Forum of Boca Raton Executive  
Country Club Corp., a Florida  
corporation

By: 

Rae Lynne Kotler, President

Attest: 

Sharlane K. Packard, Secretary

This instrument prepared by:  
Freddie A. Hoffman, Esquire  
Florida Bar No. 206083  
Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156  
(305) 670-0201