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TALLAHASSEE, FL 32310-1107  
904 22-0111 FAX  
000 2-8-86  
P96000062342



PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 031470 4732152

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Piquito*

ORDER DATE : July 25, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 031470

7000001804387

CUSTOMER NO: 4732152

CUSTOMER: Ms. Patty E. Davis  
GARTNER BROCK & SIMON

Suite 203  
1660 Prudential Drive  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: THE EMERALD REALTY BROUP, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 25 PM 3:23

RECEIVED  
96 JUL 25 PM 1:14  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 25 PM 3:23

THE EMERALD REALTY GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is THE EMERALD REALTY GROUP, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is W. A. Gartner. The principal office and registered office are the same.

## ARTICLE VI

### Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

| <u>NAME</u>     | <u>STREET ADDRESS</u>                                           |
|-----------------|-----------------------------------------------------------------|
| Edmond R. Saoud | 1660 Prudential Drive, Suite 203<br>Jacksonville, Florida 32207 |

## ARTICLE VII

### Incorporator

The name and street address of the incorporator of this corporation is Edmond R. Saoud, 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207.

## ARTICLE VIII

### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

## ARTICLE IX

### Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE X

### Director Compensation


The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

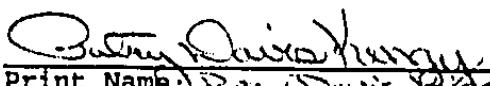
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12th day of June, 1996.

  
Edmond R. Saoud, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of June, 1996, by Edmond R. Saoud.

  
Print Name: Patsy Davis Kingery  
Notary Public, State of Florida  
at Large.

My Commission Expires:

(Notarial



✓ Personally known or Produced identification  
Type of identification produced \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA AND NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 25 PM 3:23

In compliance with Section 48.091, Florida Statutes, the following is submitted:

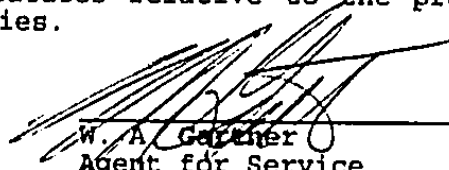
THE EMERALD REALTY GROUP, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named W. A. Gartner, located at 1660 Prudential Drive, Jacksonville, Florida 32207, as its agent to accept service of process within the State of Florida.

  
Edmond R. Saoud  
Incorporator

Dated: June 12, 1996

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
W. A. Gartner  
Agent for Service

Dated: June 12, 1996