



LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 054161 -4303929

AUTHORIZATION : *Adm. Rights*

COST LIMIT : \$ 122.50

ORDER DATE : August 14, 1996

ORDER TIME : 4:24 PM

ORDER NO. : 054161

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PRIMARY PROPERTY GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
 \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
 \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

RECEIVED  
96 AUG 15 AM 11:30  
DIVISION OF CORPORATION

300001922993

FILED  
DEPARTMENT OF STATE  
REGISTRATION OF DOCUMENTS  
61500  
65 AUG 15 PM 2:09

8/15/96

**ARTICLES OF INCORPORATION  
OF  
PRIMARY PROPERTY GROUP, INC.**

FILED  
CLERK OF STATE  
CORPORATIONS  
96 AUG 15 PM 2:09

**ARTICLE I**

The name of the corporation is PRIMARY PROPERTY GROUP, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1001 South Bayshore Drive, 12th Floor, Miami, Florida 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Joanna Iglesias.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and

address of the member of the Initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Bradley S. Weiss  
1001 South Bayshore Drive  
12th Floor  
Miami, Florida 33132

## ARTICLE VII

The name of the Incorporator is Joanna Iglesias and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

## ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of August, 1996.

*Joanna E. Iglesias*  
Joanna Iglesias - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of PRIMARY PROPERTY GROUP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Joanna Iglesias - Registered Agent

Dated: August 13, 1996

FILED STATE  
SECRETARY OF STATE  
DIVISION OF CO. STATISTICS  
96 AUG 15 PM 2:09