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KOPELOWITZ, SAAVEDRA & PELOSI

An Association of Professional Associations

312 Southeast 12th Street, Second Floor

Fort Lauderdale, Florida 33316

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MORNA A. MURRAY\*\*  
JOSEPH GRUB\*\*\*

- \* MEMBER OF THE FLORIDA, VIRGINIA,  
CONNECTICUT, AND WASHINGTON D.C. BAR
- \*\* MEMBER OF THE FLORIDA BAR
- \*\*\* MEMBER OF THE CONNECTICUT BAR
- \*\*\*\* MEMBER OF THE WASHINGTON D.C.

August 12, 1996

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Washington D.C. Office  
Suite 724, Colonial Place 1  
2111 Wilson Boulevard  
Arlington, VA 22201  
Telephone (703) 551-5004  
Facsimile (703) 528-1224

000001921000  
--08/13/96--01166--013  
\*\*\*122.50 \*\*\*122.50

Re: Diversified Realty Holdings Co.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with our check made payable to you in the amount of \$122.50.

Kindly arrange to file the original Articles and return a certified copy to us.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

FILED  
56 AUG 22 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Should you require any additional information, please feel free to call me. Thank you for your assistance in this matter.

Very truly yours,

*Brenda B. Campbell*  
Brenda B. Campbell  
Legal Assistant

W-17/62  
KR 8.13

/bbc  
Enclosures

CORP/ART-LTR

8.28.96  
KR



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

August 15, 1996

BRENDA B CAMPBELL  
312 SOUTHEAST 17TH STREET  
SECOND FLOOR  
FORT LAUDERDALE, FL 33316

SUBJECT: DIVERSIFIED REALTY HOLDINGS CO.  
Ref. Number: W96000017162

We have received your document for DIVERSIFIED REALTY HOLDINGS CO. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6052.

Kimberly Rolfe  
Document Specialist

Letter Number: 496A00038988

**ARTICLES OF INCORPORATION  
OF  
DIVERSIFIED REALTY HOLDINGS CO.**

FILED  
25 AUG 22 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

Diversified Realty Holdings Co.

The address of the principal place of this corporation shall be 3220 N.E. 58 Street, Ft. Lauderdale, Florida 33308 and the mailing address of the corporation shall be the same.

**ARTICLE II  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock.

**ARTICLE IV**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V**

**REGISTERED AGENT**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HARVEY KOPELOWITZ, ESQ.  
KOPELOWITZ, SAAVEDRA & PELOSI  
312 S.E. 17TH STREET, 2ND FLOOR  
FORT LAUDERDALE, FLORIDA 33316

**ARTICLE VI**

**BOARD OF DIRECTORS**

This Corporation shall have one Director initially.

**ARTICLE VII**

**INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

Rebecca Lynne Goldberg  
3220 N.E. 58 Street  
Ft. Lauderdale, Florida 33308

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

## **ARTICLE VIII**

### **INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Rebecca Lynne Goldberg, whose street address is 3220 N.E. 58 Street, Ft. Lauderdale, Florida 33308.

## **ARTICLE IX**

### **INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in said official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court order indemnification shall, under any circumstances, be permitted.

**ARTICLE X**

**AFFILIATED TRANSACTIONS**

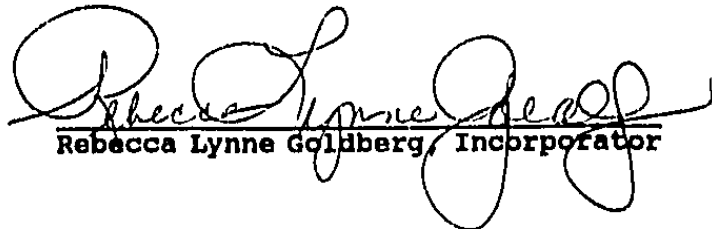
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI**

**CONTROL SHARE ACQUISITIONS**

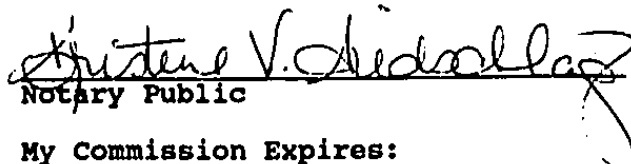
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on August 8, 1996.

  
Rebecca Lynne Goldberg, Incorporator

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me on August 8, 1996, by Rebecca Lynne Goldberg, as Incorporator. She is personally known to me.

  
Notary Public  
My Commission Expires:

(SEAL)



KRISTENE V SIEDSCHLAG  
My Commission CC551828  
Expires May, 01, 2000

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

Diversified Realty Holdings Co., a Corporation existing under the laws of the State of Florida with its principal office and mailing address at 3220 N.E. 58 Street, Ft. Lauderdale, Florida 33308, has named HARVEY KOPELOWITZ, whose address is KOPELOWITZ, SAAVEDRA & PELOSI, 312 S.E. 17th Street, 2nd Floor, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

  
\_\_\_\_\_  
HARVEY KOPELOWITZ

F:\WP60\CLIENT\0206\ARTICLES.DRH

FILED  
96 AUG 22 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA