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1201 HAYS STREET

MIAMI, FL 33130

96-12-007

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CSC networks

96 AUG 30 AM 11:37

PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

DIVISION OF REGISTRATION

REFERENCE : 071064 4311473

AUTHORIZATION : Patricia Pijun

COST LIMIT : \$ 122.50

ORDER DATE : August 30, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 071064

800001936708

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: W/B FLAMINGO FALLS CORP.

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: Michael E. Klunk

EXAMINER'S INITIALS:

GA
8/30/96

FILED
STATE
SECRETARY OF CORPORATIONS
96 AUG 30 PM 3:11

**ARTICLES OF INCORPORATION
OF
W/B FLAMINGO FALLS CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 PM 3:11

ARTICLE I - NAME AND ADDRESS

The name of this corporation is W/B Flamingo Falls Corp. The address of the principal office and the mailing address of this corporation is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - 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 office is:

Name

Address

Richard E. Schatz

Stearns Weaver Miller Weissler
Alhadeff & Silterson, P.A.
Suite 2200
150 West Flagler Street
Miami, Florida 33130

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

Name

Address

Warren P. Weiser

2665 South Bayshore Drive
Suite 1002
Miami, Florida 33133

Carol Greenberg Brooks

2665 South Bayshore Drive
Suite 1602
Miami, Florida 33133

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Richard E. Schutz

Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
Suite 2200
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

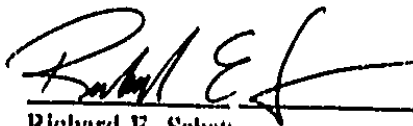
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of August, 1996.



Richard E. Schatz,
Incorporator

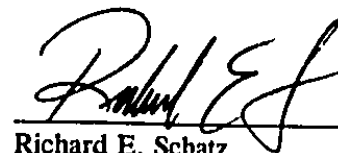
FILED
STATE
SECRETARY OF CORPORATIONS
96 AUG 30 PM 3:11

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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 607.0501 of the Florida Statutes.



Richard E. Schatz,
Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-344-8086

P96000072483



ACCOUNT NO. : 072100000032

REFERENCE : 121534 4311473

AUTHORIZATION : Patricia Pogue

COST LIMIT : \$ 87.50

ORDER DATE : October 16, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 121534-005

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

400001977454--2

DOMESTIC AMENDMENT FILING

NAME: W/B FLAMINGO FALLS CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: N. HENDRICKS

OCT 16 1996

FILED

96 OCT 16 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

96 OCT 16 AM 10:50

DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
W/B FLAMINGO FALLS CORP.

FILED
96 OCT 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of W/B Flamingo Falls Corp., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. Article I shall be deleted in its entirety and amended to read as follows:

"ARTICLE I

The name of the corporation is W/B PLANTATION WEST CORP. The address of the principal office and the mailing address of this corporation is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

2. The undersigned, hereby certifies that the foregoing Amendment to the Articles of Incorporation was duly adopted and approved by all of the directors of the Corporation on October 14, 1996 and by all of the shareholders of the Corporation on October 14, 1996. The number of votes cast was sufficient for approval.

Dated: October 14, 1996.

W/B Flamingo Falls Corp.

By 
Warren P. Weiser, President