

1201 HAYS STREET  
PALMETTO, FL 33410-2607  
TEL: 222-1171  
FAX: 222-1171

800-342-8086

P960000 76403



PROFESSIONAL LEGAL & FINANCIAL SERVICE (ACCOUNT) NO. : 072100000032

REFERENCE : 084817 147440A

AUTHORIZATION :

*Patricia Pujate*

COST LIMIT : \$ 131.25

ORDER DATE : September 13, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 084817

XXXXXXXXXXXXXXXXXXXX

CUSTOMER NO: 147440A

CUSTOMER: Nancy E. Crown, Esq  
NANCY E. CROWN, P.A.

Suite 200  
7251 W. Palmetto Park Road  
Boca Raton, FL 33433

DOMESTIC FILING

NAME: OMEGA REALTY GROUP, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

SEP 13 1996  
FILING SERVICES

SEP 13 1996  
CERTIFICATE OF GOOD STANDING  
*Patricia Pujate*  
9/13/96

ARTICLES OF INCORPORATION  
OF

OMEGA REALTY GROUP, INC.

95 SEP 13 11:13:00

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be

Omega Realty Group , Inc.  
3601 W. Commercial Blvd.  
Ft. Lauderdale, Florida 33309

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida for corporations, including operation of a real estate agency.

ARTICLE III

The Capital stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$10.00	Common

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 IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be located at 7251 W. Palmetto Park Drive, Suite 200, Boca Raton, Florida 33433, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Nancy E. Crown, Esq.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time-to-time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Stockholders.

#### ARTICLE VII

The name and address of the first director of the corporation who shall hold office for the first year or until his successor(s) is duly elected and qualified, shall be:

Donald Gangi  
3601 W. Commercial Blvd.  
Ft. Lauderdale, Florida 33309

## ARTICLE VIII

The name and address of the incorporator is:

Nancy E. Crown, Esq.  
7251 W. Palmetto Park Road, Suite 200  
Boca Raton, Florida 33433

## ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

## ARTICLE XI

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he

is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE XII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-laws may be repealed or amended and new By-Laws may be adopted by either the Board of Directors or the Shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida under the laws of Florida, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 12th day of September, 1996.

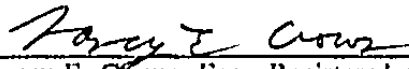
  
Nancy E. Crown, Esq., Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

Omega Realty Group, Inc., desiring to organize under the laws of the State of Florida, has named Nancy E. Crown its statutory registered agent.

Having been named the statutory agent of the above-named Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

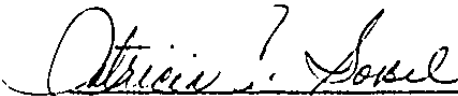
  
\_\_\_\_\_  
Nancy E. Crown, Esq., Registered Agent

Dated this 12th day of September, 1996

STATE OF FLORIDA            )  
  )ss:  
COUNTY OF PALM BEACH    )

RECEIVED  
SEP 19 1996  
STATE OF FLORIDA  
NOTARY PUBLIC

The foregoing instrument was acknowledged before me on this 12th day of September, 1996 by Nancy E. Crown, Esq. as Incorporator and as Registered Agent of Omega Realty Group, Inc. on behalf of the Corporation.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

Form of I.D.

Personally Known  
 Other No. \_\_\_\_\_



Patricia T. Sobel  
MY COMMISSION # CC531490 EXPIRES  
February 11, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

P96000076403



ACCOUNT NO. : 072100000032  
REFERENCE : 285521 147440A  
AUTHORIZATION : *Patricia Pizuto*  
COST LIMIT : \$ 35.00

FILED  
97 MAR -7 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 7, 1997  
ORDER TIME : 11:08 AM  
ORDER NO. : 285521-010  
CUSTOMER NO: 147440A

900002107569--3

CUSTOMER: Nancy E. Crown, Esq  
Nancy E. Crown, P.a.  
Suite 200  
7251 W. Palmetto Park Road  
Boca Raton, FL 33433

RECEIVED  
97 MAR -7 PM 1:13  
DIVISION OF CORPORATION

DOMESTIC FILINGS

NAME: FORT LAUDERDALE REALTORS, INC.

FILE

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*LD*

*Voluntary  
Dissolved  
3-10/97*

### ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

**FIRST:** The name of the corporation is: Fort Lauderdale Realtors, Inc.

**SECOND:** The date dissolution was authorized: March 4, 1997

**THIRD:** Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by sole shareholder   
(voting group)

Signed this 4th day of March, 19 97

Signature [Handwritten Signature]  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Donald Gangi  
(Typed or printed name)

President-Director  
(Title)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

97 MAR -7 PM 4:16

FILED



P96000076403



FILED  
MAR 11 1997  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
9 7 AM - 7 PM 4:15

ACCOUNT NO. : 072100000032  
REFERENCE : 285521 147440A  
AUTHORIZATION : *Patricia Pijuta*  
COST LIMIT : \$ 35.00

ORDER DATE : March 7, 1997  
ORDER TIME : 11:05 AM  
ORDER NO. : 285521-005  
CUSTOMER NO: 147440A

800002107568--6

CUSTOMER: Nancy E. Crown, Esq  
Nancy E. Crown, P.a.  
Suite 200  
7251 W. Palmetto Park Road  
Boca Raton, FL 33433

DOMESTIC AMENDMENT FILING

NAME: OMEGA REALTY GROUP, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*Name*  
*Chung* 3/10/97

RECEIVED  
DIVISION OF CORPORATION  
MAR - 7 PM 1:13  
F10  
F11

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Omega Realty Group, Inc.

(Print name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)**

**ARTICLE I**

The name of the corporation shall be changed to:

Fort Lauderdale Realtors, Inc.

**FILED**  
97 HAR-7 PH 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

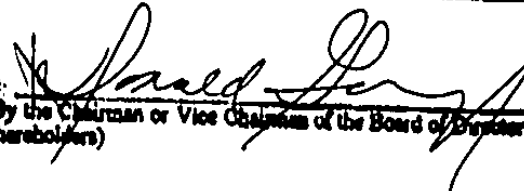
**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendments if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: March 3, 1997

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*  
 "The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3rd of March 1997

Signature:   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Donald Gangi

\_\_\_\_\_  
Typed or printed name

President-Director

\_\_\_\_\_  
Title