

SEP 18 '96 10:12 PM COHEN, P

P.1

9/18/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:29 AM

EFFECTIVE DATE

((H96000013022 4)))

TO: DIVISION OF CORPORATIONS

FAX #1 (904)922-4001

FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P
CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900

ACCT#: 075410000050

FAX #1 (305)857-9322

NAME: GREEN CROWN, INC.

AUDIT NUMBER.....H96000013022

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Menu: <Ctrl R-Shift>

2400 7E1 REC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 20 PM 12:56

Online

FILED

RECEIVED

95 SEP 18 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-18-96
WB W96-19649
526
prep. statement
must be bigger
196A-1539

H96000013022

**ARTICLES OF INCORPORATION
OF
GREEN CROWN, INC.**

EFFECTIVE DATE
9/18/96

The undersigned, acting as incorporator of GREEN CROWN, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: GREEN CROWN, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on September 18, 1996.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:
Richard N. Bernstein, Esq.
Florida Bar No. 304239
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

H96000013022

FILED
96 SEP 20 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000013022

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

c/o Richard N. Bernstein
2601 South Bayshore Dr., 19th Fl.
Miami, Florida 33133

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

H96000013022

H26000013022

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Richard N. Bernstein	c/o Cohen, Berke, Bernstein, et al. 2601 So. Bayshore Dr., 19th Fl. Miami, Fl. 33133

ARTICLE IX **INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard N. Bernstein	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Lazzio, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

ARTICLE X **INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred.

H96000013022

by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of September, 1996.


RICHARD N. BERNSTEIN, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for GREEN CROWN, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
MICHAEL A. BERKE, Vice President

FILED
96 SEP 20 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000013022