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September 24, 1996

Florida Department of State  
Division of Corporations  
Qualification/Registration Section  
P.O. Box 6327  
Tallahassee, Florida 32314

**300001960503**  
-10/01/96--01032--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Stein Brothers Realty Corporation  
Our File No. 713-10

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Stein Brothers Realty Corporation (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very Truly Yours,

Frank L. Pohl

FLP:dm  
enclosures  
cc: Mr. Clifford Stein

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 30 PM 3:06

**ARTICLES OF INCORPORATION  
OF  
STEIN BROTHERS REALTY CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 30 PM 3:06

**THE UNDERSIGNED**, acting as sole incorporator of Stein Brothers Realty Corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is Stein Brothers Realty Corporation.

**ARTICLE II  
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III  
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 399 Carolina Avenue, Suite 200, Winter Park, Florida 32789. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV  
MAILING ADDRESS**

The mailing address of the corporation is 399 Carolina Avenue, Suite 200, Winter Park, Florida 32789.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 280 W. Canton Avenue, Suite 410, Winter Park, Florida 32789, and the initial Registered Agent at such address is Frank L. Pohl.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Clifford L. Stein

c/o Properties Atlantic, Inc.  
399 Carolina Avenue, Suite 200  
Winter Park, Florida 32789

Lawrence H. Stein

c/o Properties Atlantic, Inc.  
399 Carolina Avenue, Suite 200  
Winter Park, Florida 32789

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the sole incorporator of the corporation is Frank L. Pohl, c/o Pohl & Short, P.A., 280 West Canton Avenue, Suite 410, Winter Park, Florida, 32790.


IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 24<sup>th</sup> day of September 1996.

  
\_\_\_\_\_  
Frank L. Pohl, Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with all other provisions of law made applicable to him as Registered Agent of the corporation.

**DATED**, this 24<sup>th</sup> day of September 1996.

  
\_\_\_\_\_  
Frank L. Pohl, Registered Agent

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 30 PM 3:06