

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171

800-342-8086



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 128038 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : October 22, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 128038-005

CUSTOMER NO: 4306424

CUSTOMER: Debra E. Kirschner, Legal Asst
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: PLC COVE, INC.

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: W. Charles Earnest

EXAMINER'S INITIALS:

Ke
10-22-96

RECEIVED
56 OCT 22 AM 11:03
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
PLC COVE, INC.

FILED
\$32.10
FALL 1991

ARTICLE I - NAME

The name of the corporation is PLC Cove, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 2410, Miami, FL 33131 and the name of the initial registered agent of the Corporation at that address is Paul L. Cejas.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 200 South Biscayne Boulevard, Suite 2410, Miami, FL 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Paul L. Cejas
200 South Biscayne Boulevard
Suite 2410
Miami, FL 33131

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Paul L. Cejas, 200 South Biscayne Boulevard, Suite 2410, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16 day of October, 1996



Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That PLC Cove, Inc., desiring to organize under the laws of the State of Florida, has named Paul L. Cejas located at 200 South Biscayne Boulevard, Suite 2410, Miami, FL 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 18 day of October, 1996.



Registered Agent

FILED
OCT 22 1996
TALLAHASSEE, FLA.

P96000087080

HOLLAND & KNIGHT

Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	224-7000

200002065922--1
-01/23/97--01043--012
****175.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PLC Cove Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JAN 23 PM 1:56
TALLAHASSEE, FLORIDA
RECEIVED
97 JAN 23 AM 9:49
DIVISION OF CORPORATION

N. HENDRICKS JAN 23 1997

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PLC COVE, INC.

FILED
97 JAN 23 PM 1:56
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of PLC COVE, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is PLC COVE, INC.

SECOND. Article II of the Articles of Incorporation is amended in its entirety to read as follows:

"Article II

The Corporation's business and purpose shall consist solely of being the sole general partner of KENDALL COVE, LTD, a Florida limited partnership (the "Partnership"). In accordance with its responsibilities as the sole general partner of the Partnership, the Corporation may engage in any or all lawful businesses and activities permitted under the laws of the State of Florida and the United States which are incidental or reasonably related to its obligations as the sole general partner of the Partnership.

Notwithstanding the foregoing or any other provision of these Articles, and any provision of law that otherwise so empowers the Corporation, and so long as any obligations of the Partnership or the Corporation in favor of the Federal National Mortgage Association, a United States governmental agency (the "Lender") remain outstanding and not paid in full, the Corporation shall not, without the written consent of the Lender, do any of the following:

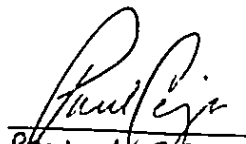
- A. engage in any business or activity except as permitted by this Article, permit the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement of the Partnership (the "Partnership Agreement") or amend the Partnership Agreement to change the purpose of the Partnership;
- B. incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage given by the Partnership to the Lender and indebtedness

permitted therein (including without limitation any cross-collateralized indebtedness) and normal trade accounts payable in the ordinary course of business;

- C. dissolve or liquidate in whole or in part;
- D. consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- E. institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal, state, foreign or other law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or of a substantial part of the property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action; or
- F. amend this Article II of these Articles of Incorporation."

THIRD: The foregoing amendment was adopted by written consent of the shareholders and directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on January 16, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 16 day of January, 1997.

 , PRESIDENT
PAUL L. CASAS, President of
VLC Cove, Inc.