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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: CAPITAL ASSET HOLDINGS HR GP, INC.  
AUDIT NUMBER.....H96000015432  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
CERT. COPIES.....0 DEL.METHOD.. FAX  
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TALLAHASSEE, FLORIDA

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NOV 1 1996

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96 NOV -1 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
Capital Asset Holdings HR GP, Inc.**

**Article I. Name**

The name of this Florida corporation is Capital Asset Holdings HR GP, Inc.

**Article II. Address**

The mailing address of the Corporation is:

Capital Asset Holdings HR GP, Inc., a Florida Corporation  
1700 Palm Beach Lakes Boulevard, Suite 1100  
West Palm Beach, FL 33401

**Article III. Capital Stock**

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.10 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens, FL 33418

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0686

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Class A Directors:

Richard A. Heitmeyer  
R. William Ide, III  
Joseph Whelihan  
Robert Geitz

Class B Directors:

Richard L. Weill  
Julliette S. Tehrani  
Christopher W. Tilley

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of November 1, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on November 1, 1996.

Corporate Creations International Inc.

By: Brian Fons  
Brian Fons, Vice President

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Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0886

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**CORPORATION:**  
Capital Asset Holdings HR GP, Inc.

**REGISTERED AGENT:**  
Corporate Creations Enterprises Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens, FL 33418

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SEC. OF STATE  
TALLAHASSEE, FL 32304

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

By: Brian Fons  
Brian Fons, Vice President

Date: November 1, 1996

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0886

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11/05/96

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9:07 AM

((H96000015565 0))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: CAPITAL ASSET HOLDINGS HR GP, INC.  
AUDIT NUMBFR.....H96000015565  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0 PAGES..... 2  
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 5, 1996

CAPITAL ASSET HOLDINGS HR GP, INC.  
1700 PALM BEACH LAKES BOULEVARD  
SUITE 1100  
WEST PALM BEACH, FL 33401

SUBJECT: CAPITAL ASSET HOLDINGS HR GP, INC.  
REF: P96000089932

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000015565  
Letter Number: 196A00050736

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## Articles of Amendment

### Article I. Name

The name of this Florida corporation is Capital Asset Holdings HR GP, Inc (the "Corporation").

### Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed to:

Realty Asset Properties HR GP, Inc.

### Article III. Date Amendment Adopted

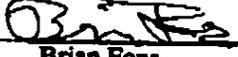
The amendment set forth in these Articles of Amendment was adopted on November 5, 1996.

### Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on November 5, 1996.

Capital Asset Holdings HR GP, Inc.

By: 

Brian Fons  
Assistant Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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