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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144136 4303929

AUTHORIZATION :

Patricia Pyzato

COST LIMIT : \$ 122.50

ORDER DATE : November 5, 1996

ORDER TIME : 9:55 AM

ORDER NO. : 144136-005

CUSTOMER NO: 4303929

700001996037--9

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: SWIRE BRICKELL THREE 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: Kathy Drake

EXAMINER'S INITIALS:

KR
11-5-96

FILED
96 NOV -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV -5 AM 10:45
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
SWIRE BRICKELL THREE INC.**

FILED
96 NOV -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **SWIRE BRICKELL THREE INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 501 Brickell Key Drive, Suite 102, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, 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	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, Suite 102, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Gregg E. Toland.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four, and the

Bylaws. The number of directors constituting the initial Board of Directors is four, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

J. Megan Kelly
501 Brickell Key Drive, Suite 102
Miami, Florida 33131

Keith G. Kerr
501 Brickell Key Drive, Suite 102
Miami, Florida 33131

Stephen L. Owens
501 Brickell Key Drive, Suite 102
Miami, Florida 33131

Gregg E. Toland
501 Brickell Key Drive, Suite 102
Miami, Florida 33131

FILED
96 NOV -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name of the Incorporator is Gregg E. Toland and the address of the Incorporator is 501 Brickell Key Drive, Suite 102, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4 day of November, 1996.



Gregg E. Toland

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SWIRE BRICKELL THREE INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Gregg E. Toland

Dated: November 4, 1996