

796000093543

1201 HAYS STREET
TALLAHASSEE, FL 32301
904/22-0391
904/22-0392 FAX

800-428-0866



ACCOUNT NO. : 072100000032
REFERENCE : 155031 9643A
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 122.50

ORDER DATE : November 14, 1996

ORDER TIME : 10:35 AM

CLIENT'S NAME RESERVATION
LETTER ENCLOSED

ORDER NO. : 155031-005

CUSTOMER NO: 9643A

200002005202--1

CUSTOMER: Ms. Fran Ducoat
SACHS & SAX
P. O. Box 810037
Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: MIZNER CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

11.15.96
KR

FILED
96 NOV 14 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 NOV 14 PM 1:58
CLERK OF COURT



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 24, 1996

CSC NETWORKS

The name MIZNER CENTRE, INC. has been reserved for 120 days beginning July 24, 1996. The reservation number is R96000003545 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 296A00035636

ARTICLES OF INCORPORATION
OF
MIZNER CENTER, INC.

FILED
96 NOV 14 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Mizner Center, Inc., 501 E. Camino Real, Boca Raton, Florida 33432.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be c/o Sachs & Sax, P.A., 301 Yamato Road, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ronald J. Klein, Esquire.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Michael F. Glennie	Boca Raton Resort and Club 501 E. Camino Real Boca Raton, Florida 3342

ARTICLE VIII

The name and address of the incorporator is: Ronald J. Klein, 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

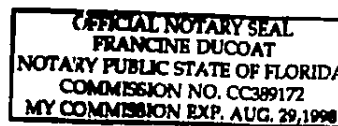
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13th day of November, 1996.

Ronald J. Klein
Ronald J. Klein, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 13th day of November, 1996, by Ronald J. Klein, Esquire, as Incorporator of Mizner Center, Inc., on behalf of the Corporation. He/she is (personally known to me) (or has produced his drivers license) and did take an oath.

Francine Ducoat
Notary Public
State of Florida at Large
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That Mizner Center, Inc. desiring to organize under the laws of the State of Florida, has named Ronald J. Klein, Esquire as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 13th day of November, 1996.

Ronald J. Klein
Ronald J. Klein,
Registered Agent

FILED
96 NOV 14 AM 9:11
SEC. OF STATE
TALLAHASSEE, FLA