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TELE FAX

FROM THE LAW OFFICES OF  
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.  
100 S.E. 2nd Street, 17th Floor  
Miami, FL 33131

OUR FAX NO. 305-789-9201  
OUR TELEPHONE NO. 305-789-9200

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

NAME: Dana Calloway, Document Specialist  
FIRM: Division of Corporations  
CITY: Tallahassee, Florida  
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OUR FILE NO.: 34333-SHA

COMMENTS: Fax Audit # H96000017261  
Letter # 896A00055129  
Electronic Filing Account No. 071250001512

Enclosed are the complete Articles of Incorporation and your letter dated December 10, 1996. Please process and return to us the confirmation of filing letter and electronic certificate to be attached to the original Articles.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 8

DATE: December 10, 1996

IMPORTANT MESSAGE

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

12-10-96  
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 10, 1996

FOWLER, WHITE, BURNETT, ET AL

SUBJECT: TMJ PROPERTIES, INC.  
REF: W96000025867

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

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: H96000017261  
Letter Number: 896A00053129

Audit No. H96000017261

## ARTICLES OF INCORPORATION

OF

TMJ PROPERTIES, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

## ARTICLE I

Name

The name of the corporation is:

TMJ PROPERTIES, INC.

## ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

## ARTICLE III

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

## ARTICLE IV

Address

The mailing address for the corporation is c/o Teresa Miller, 2263 Bayview Lane, North Miami, Florida 33131.

Stuart N. Altman, Esq.  
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.  
100 S.E. 2nd Street, 17th Floor  
Miami, Florida 33131-1101  
ph: (305) 789-9200  
Florida Bar No. 122226

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#### ARTICLE V

##### Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Stuart H. Altman.

#### ARTICLE VI

##### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

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## ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation are: Stuart H. Altman, 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

## ARTICLE VIII

Board of Directors

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of December, 1996.

Stuart H. Altman  
Stuart H. Altman

--oOo--

ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stuart H. Altman  
Stuart H. Altman

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