

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0193 FAX

800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198468 4312129

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1996

ORDER TIME : 9:08 AM

ORDER NO. : 198468-005

CUSTOMER NO: 4312129

CUSTOMER: Ellen Clark, Legal Assist
DICKENSON, MURDOCK, REX, &
SLOAN ESQ.
980 North Federal Highway
Suite 410
Boca Raton, FL 33432

500002035925--8
-12/23/96--01016--022
****122.50 ****122.50

DOMESTIC FILING

NAME: BOCA PRINCE, 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: Susana Romagosa

EXAMINER'S INITIALS:

FILED
96 DEC 23 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 23 PM 12:11
DIVISION OF CORPORATIONS

KR
12-23-96

**ARTICLES OF INCORPORATION
OF
BOCA PRINCE, INC.**

FILED
96 DEC 23 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the Corporation is: **BOCA PRINCE, INC.**

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 243 N.E. 5th Avenue,
Delray Beach, Florida 33483.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Ste. 410, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is DAVID B. DICKENSON.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (2) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial directors are:

Charles E. Waldner
1600 S. Dixie Highway, #1C
Boca Raton, FL 33432

R. Scott Morrison, Jr.
243 N.E. 5th Avenue
Delray Beach, FL 33483

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David B. Dickenson
980 N. Federal Highway, Ste. 410
Boca Raton, Florida 33432

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION


The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 1996.



DAVID B. DICKENSON

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 20th day of December, 1996 by DAVID B. DICKENSON. He x is personally known to me, or _____ produced _____ as identification.



NOTARY PUBLIC, State of Florida

(SEAL)

Ellen M. Clark
Printed Name of Notary/Serial Number

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of BOCA PRINCE, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

Dec 20, 1996



DAVID B. DICKENSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA