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TRANSMITTAL LETTER

**TO:** Department Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/17/97--01110--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**FROM:** Randi S. Tompkins, P.A.  
2255 Glades Road, Suite 300E.  
Boca Raton, Florida 33431

**RE:** Incorporation of Republic Real Estate Management Corp.

**DATE:** 1/14/97

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

  X   \$70.00 or        \$78.75  
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the Randi S. Tompkins, P.A. at the address set forth above. A stamped self-addressed envelope has been provided for your convenience.

Thank you for your assistance.

JAN 23 1997

FILED  
97 JAN 17 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 JAN 17 AM 8:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

REPUBLIC REAL ESTATE MANAGEMENT CORP.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

REPUBLIC REAL ESTATE MANAGEMENT CORP.

The address of the principal office of this corporation shall be 1300 Park of Commerce Boulevard, Suite 152, Delray Beach, Florida, 33445 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation is formed to operate as a business which shall provide services, including but not limited to, property management. The business may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. REGISTERED AGENT/ADDRESS**

The street address of the initial registered office of the corporation shall be 2255 Glades Road, Suite 300 E., Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is Randi S. Tompkins, P.A.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors. The names and street addresses of the initial members of the Board of Directors are:

**STEVEN NEUBARTH**  
1300 Park of Commerce Boulevard  
Suite 152  
Delray Beach, Florida 33445

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President, Vice-President

STEVEN NEUBARTH

Secretary, Treasurer:

1330 Park of Commerce Boulevard

Suite 152

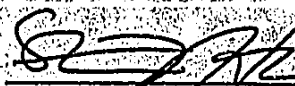
Delray Beach, Florida 33445

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is STEVEN NEUBARTH at 1300 Park of Commerce Boulevard, Suite 152, Delray Beach, Florida 33445.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 10 day of January, 1997.

INCORPORATOR



STEVEN NEUBARTH

FILED

97 JAN 17 AM 8:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE/OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Randi S. Tompkins, P.A., a Florida corporation, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Florida law.

REGISTERED AGENT:

Randi S. Tompkins, P.A.

By:

  
Randi S. Tompkins, President