

P97000007096

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ACP- Southpoint, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

D. BROWN JAN 24 1997

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ARTICLES OF INCORPORATION
OF
ACP - SOUTHPOINT, INC.

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

Article I

The name of the corporation shall be: ACP - SOUTHPOINT, INC.

Article II

The principal place of business and mailing address of this corporation shall be:
c/o Associated Capital Properties, Inc., 1035 South Semoran Boulevard, Suite 1007,
Winter Park, Florida 32792

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

Article IV

The name and address of the initial registered agent is:

Paralegal & Attorney Service Bureau, Inc.
1406 Hays Street, Suite 2
Tallahassee, Florida 32301

Article V

The name and street address of the incorporator to these Articles of Incorporation is:

Alan Schacter, Esq.
Squadron, Ellenoff, Plesent & Sheinfeld, LLP
551 Fifth Avenue
New York, New York 10176

Article VI

The Corporation's business and purpose shall consist solely of being the general partner of ACP - SOUTHPOINT, Limited Partnership, a Florida limited partnership (the "Partnership")."

Article VII

Notwithstanding any other provision of these Articles, and any provision of law that otherwise so empowers the Corporation, and so long as any obligations of the Partnership or the Corporation in favor of ALI, INC. ("Lender") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- A. engage in any business or activity other than those set forth in Article VI, permit the Partnership to engage in any business or activity other than those set forth in its Limited Partnership Agreement, dated as of January 27, 1997 (the "Partnership Agreement") or amend the Partnership Agreement to change the purpose of the Partnership as set forth therein;
- B. incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage given by the Partnership to the Lender and indebtedness permitted therein (including without limitation any cross-collateralized indebtedness) and normal trade accounts payable in the ordinary course of business;
- C. dissolve or liquidate, in whole or in part;
- D. consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- E. institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings

against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

- F. amend Articles VI, VII or VIII of these Articles of Incorporation.

So long as any obligation to Lender remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items A through F above without the written consent of Lender.

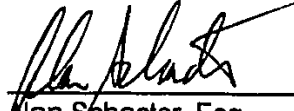
Article VIII

So long as any obligation to Lender remains outstanding and not paid in full, the Corporation shall:

- A. maintain books and records and bank accounts separate from those of any other person;
- B. maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- C. hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- D. hold itself out to creditors and the public as a legal entity separate and distinct from any other entity.
- E. prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- F. allocate and charge fairly and reasonably any common employee or overhead costs shared with affiliates;
- G. transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

- H. conduct business in its own name, and use separate stationery, invoices and checks;
- I. not commingle its assets or funds with those of any other person; and
- J. not assume, guarantee or pay the debts or obligations of any other person.

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of January, 1997.



Alan Schacter, Esq.

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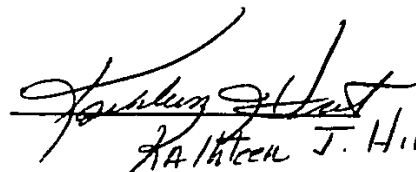
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.051 OR 617.051, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ACP - SOUTHPOINT, INC.
2. The name and address of the registered agent office is:

Paralegal & Attorney Service Bureau, Inc.
1406 Hays Street, Suite 2
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Kathleen J. Hill, Pres.