



THE UNITED STATES  
CORPORATION  
COMPANY

P97000023804

ACCOUNT NO. : 072100000032

REFERENCE : 295607 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 17, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 295607-005

CUSTOMER NO: 4806726

CUSTOMER: Mr. Mark B. Kleinfeld  
JONES FOSTER JOHNSTON & STUBBS

P.O. Box 3475

West Palm Beach, FL 33402-3475

DOMESTIC FILING

EFFECTIVE DATE

3-14-97

NAME: DC INTERNATIONAL REAL ESTATE,  
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: Tonya C. Holliday

EXAMINER'S INITIALS:       

RECEIVED  
MAR 17 1997  
10:43 AM  
FBI - TAMPA

FILED  
97 MAR 17 PM 2:17  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAR 17 AM 11:29  
DIVISION OF CORPORATION

R97-22  
Dmc  
3/17/97

**ARTICLES OF INCORPORATION**  
**OF**  
**DC INTERNATIONAL REAL ESTATE, INC.**

**FILED**  
97 MAR 17 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

3-14-97

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of this corporation shall be DC International Real Estate, Inc.

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of engaging in the business of real estate brokerage and for the purpose of transacting any or all lawful business.

**ARTICLE III**

**Capital Stock**

The capital stock of this corporation shall consist of 1,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

#### ARTICLE IV

##### Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 205 Worth Avenue, Suite 122, Palm Beach, Palm Beach County, Florida 33480.

#### ARTICLE V

##### Registered Agent/Registered Office

The initial Registered Agent of this corporation is Mark B. Kleinfeld, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, FL 33401-3475.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial Directors are:

Ewald J. Dienhart  
240 North Ocean Boulevard  
Palm Beach, FL 33480

Dawn Caruso  
1155 Cabana Road  
Singer Island, FL 33404

## ARTICLE VII

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the

articles of incorporation originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation.

## ARTICLE VIII

### Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Ewald J. Dienhart  
240 North Ocean Boulevard  
Palm Beach, FL 33480

President/Treasurer

Dawn Caruso  
1155 Cabana Road  
Singer Island, FL 33404

Vice-President/Secretary

## ARTICLE IX

### Incorporator

The name and address of the incorporator is:

Dawn Caruso  
1155 Cabana Road  
Singer Island, FL 33404

## ARTICLE X

### Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

## ARTICLE XI

### Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.0203, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of March, 1997.

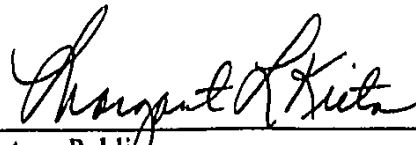
  
\_\_\_\_\_  
Dawn Caruso, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Dawn Caruso, who is personally known to me or who has produced a driver's license as identification, this 14 day of March, 1997.

(NOTARY SEAL)



Notary Public

Print Name: MARGARET L. KIETA

Commission No.: \_\_\_\_\_

My commission expires: \_\_\_\_\_



MARGARET L. KIETA  
MY COMMISSION # CC482560 EXPIRES  
July 20, 1998  
BONDED THRU TROY FARM INSURANCE, INC.



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


FILED  
97 MAR 17 PM 2:16  
SEC. 1, 1000 STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

That DC International Real Estate, Inc., desiring to organize under the laws of  
the State of Florida, has named Mark B. Kleinfeld, located at the Registered Office of the  
corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County,  
FL 33401-3475, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation at the place designated in this Certificate, I hereby agree to act in this capacity,  
and I further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.



Mark B. Kleinfeld, Registered Agent