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LAW OFFICES

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April 11, 1997

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****122.50 ****122.50

VIA UPS OVERNIGHT MAIL

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: SAN TAHOE PROPERTIES, INC.

Dear Sirs:

Enclosed are the original, executed Articles of Incorporation and one copy for filing with the Secretary of State. Also enclosed is our check in the amount of \$122.50 representing the filing fee. Please return a certified copy of the Articles to the undersigned in the enclosed self-addressed return envelope at your earliest opportunity.

Please contact the undersigned if you should have any questions.

Very truly yours,

Anne McGoldrick

Anne McGoldrick
Real Estate Department

encls.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
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W 4-16-97

ARTICLES OF INCORPORATION
OF
SAN TAHOE PROPERTIES, INC.,
A FLORIDA CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as Incorporator of SAN TAHOE PROPERTIES, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is SAN TAHOE PROPERTIES, INC., and the principal place of business and mailing address of the Corporation is 101 NE 3rd St., Fort Lauderdale, FL 33101.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Smith & Hiatt, P.A., 2691 E. Oakland Park Boulevard, Suite 303, Fort Lauderdale, Florida 33306, and the name of the initial Registered Agent of the Corporation at that address is Vivian Miller.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in

accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Matthew L. Weiss President and Director	101 NE 3rd St. Fort Lauderdale, FL 33101
Suzanne Z. Weiss Secretary, Director and Treasurer	101 NE 3rd St. Fort Lauderdale, FL 33101

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Vivian Miller	Smith & Hiatt, P.A. 2691 E. Oakland Park Blvd., #303 Fort Lauderdale, FL 33306

ARTICLE VII

AMENDMENTS

The Board of Directors of the Corporation may propose amendment to these Articles of Incorporation for submission to the Shareholders, and the Shareholders entitled to vote on such amendments must approve such amendments. Notwithstanding the foregoing, the Board of Directors may adopt amendments to the Articles of Incorporation without Shareholder action as provided for in the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of April, 1997.



INCORPORATOR

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for SAN TAHOE PROPERTIES, INC., at the place designated in the foregoing 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 the Florida Business Corporation Act 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.

SMITH & HIATT, P.A.
Initial Registered Agent

Date: April 11th, 1997

By

Vivian Miller
Vivian Miller

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OFFICE OF CORPORATIONS

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