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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT  
PHONE: (305)541-3694

EFFECTIVE DATE  
5/97

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NAME: OMNI REAL ESTATE SERVICES, INC.  
AUDIT NUMBER.....H97000007601  
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TALLAHASSEE, FLORIDA

Ray 5/18/97

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**ARTICLES OF INCORPORATION**

**OF**

**OMNI REAL ESTATE SERVICES, INC.**

EFFECTIVE DATE  
5/1/97

97 MAY -8 AM 11:58  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**FIRST:** The name of the Corporation is Omni Real Estate Services, Inc. (the "Corporation").

**SECOND:** The street address of the initial principal office and mailing address of the Corporation is One Bayfront Plaza, Suite 1100, 100 South Biscayne Boulevard, Miami, Florida 33131.

**THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

**FOURTH:** The street address of the initial registered office of the Corporation is: One Bayfront Plaza, Suite 1100, 100 South Biscayne Boulevard, Miami, Florida 33131 and the registered agent at that address is: Phillip Yaffa.

**FIFTH:** The name and address of the incorporator of the Corporation is: Marwin S. Cassel, P.A., Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**SIXTH:** The Corporation is organized for the following purposes:

1. To transact the business of a real estate agent or broker as permitted under appropriate statutes of the State of Florida.
2. To purchase, lease, or otherwise own, improved or unimproved real property; to erect, construct, maintain, improve, rebuild and enlarge, alter, manage and control directly, and/or through the ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, stores, offices, wharves, piers, and any and all other

Marwin S. Cassel, P.A.  
Florida Bar Number 0012713  
Broad and Cassel  
Miami Center, Suite 3000  
201 South Biscayne Boulevard  
Miami, Florida 33131  
(305) 373-9400

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structures which may at any time be necessary, useful or advantageous for the purposes of the Corporation.

3. Directly, and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire; to hold, own, exchange, maintain, improve, alter, lease, sell, convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this state and in any other place or places in the several states and territories of the United States, the District of Columbia, colonial possessions or territorial acquisitions of the United States and in foreign countries as shall be found necessary and convenient from time to time for the lawful purposes of the Corporation.

4. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether acquired by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

5. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidence of indebtedness created by any other corporation or corporations of this state, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

6. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law and provided further that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

7. To purchase or otherwise acquire, directly, and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property and assets or of any individual, and to pay for the same in cash, with the stock of this Corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such

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business is within the authorization of the said Acts of the Legislature of the State of Florida, 1925, and any acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

8. To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner) , joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the Corporation would have the power to do so alone.


9. Without in any manner limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be incorporated and conferred by the laws of Florida upon corporations formed under the appropriate Florida Statutes.

**SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is Marwin S. Cassel, P.A., 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**EIGHTH:** The corporate existence of the Corporation shall commence on May 7, 1997.

**NINTH:** The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

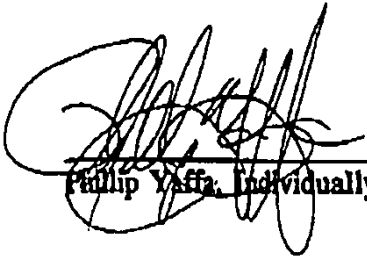
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
Marwin S. Cassel, Incorporator

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H97000007601 ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
Philip Yaffa, Individually

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