

P97000041598

GENE T. MOSS

ATTORNEY AT LAW

337 EAST BAY STREET

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 358-1001

TELECOPIER (904) 355-6940

May 6, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

100002169761--9
-05/07/97--01084--004
*****70.00 *****70.00

Re: NEW BERLIN PLAZA, INC.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation of the above-named corporation, along with our check in the amount of \$70.00 which represents the following:

\$35.00 Filing Fee
\$35.00 Designation Registered Agent

Please return the file stamped copy at your earliest convenience.

Very truly yours,

Gene Moss
GENE T. MOSS

FILED
97 MAY -7 PM 3:43
TALLAHASSEE, FLORIDA
STATE

GTM:ldd
Enclosure

P. S. Upon receipt of this letter and upon the filing, I would appreciate your calling my office COLLECT, and advising my office of the Charter Number and Date of Filing. Thank you for your help in this matter.

MAY 9 1997 BSB

ARTICLES OF INCORPORATION

of

NEW BERLIN PLAZA, INC.

FILED

97 MAY -7 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation for profit under the Laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is NEW BERLIN PLAZA, INC.

ARTICLE II - NATURE OF BUSINESS

1. The general nature of this business to be transacted by this corporation is:

a) To acquire real estate, shopping centers and strip malls, and the leasing and/or operation of said businesses.

b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition.

c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f) To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of

the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida 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 such stock.

g) To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

h) To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

i) To adopt such pension, profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

j) To enjoy all of the powers nor or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

2. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The Post Office address of the principal office of this Corporation in the State of Florida is:

12302 Moose Road
Jacksonville, FL 32226

The Board of Directors of this Corporation may from time to time move the office to any other place in the State of Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws.

ARTICLE VIII - INITIAL DIRECTORS

The names and Post Office addresses of the members of the first Board of Directors of this Corporation are:

William H. Bodway, Jr.
12302 Moose Road
Jacksonville, FL 32226

William H. Bodway, Sr.
3765 Cedar Point Road
Jacksonville, FL 32226

Anthony David Bodway
3765 Cedar Point Road
Jacksonville, FL 32226

ARTICLE IX - SUBSCRIBERS

The names and Post Office addresses of the Subscribers of these Articles of Incorporation are:

William H. Bodway, Jr.
12302 Moose Road
Jacksonville, FL 32226

Barbara Lovell
337 East Bay Street
Jacksonville, FL 32202

Sandra Lamoureux
337 East Bay Street
Jacksonville, FL 32202

ARTICLE X

1. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

2. The initial By-Laws of this Corporation shall be adopted by the Directors. The By-Laws may be amended from time to time by either of the Stockholders or the Directors, but the Directors may not alter or amend any By-Law adopted by the Stockholders.

3. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or Director of this Corporation.

4. The Stockholders may, by By-Law provision or by Stockholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a

majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This selection shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

7. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

GENE T. MOSS is hereby designated as Registered Agent of **NEW BERLIN PLAZA, INC.**, with the Registered Office located at: 337 East Bay Street, Jacksonville, FL 32202, and as its agent, is authorized to accept service of process within the State (§607.034, Florida Statutes).

ARTICLE XI

The Corporation shall indemnify any Director, officer or employee or former Director, officer or employee of the Corporation or any person who may have served at its request as a Director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any Director, officer or employee the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the best interests of the Corporation that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusively of any other rights to which such Director, officer or employee may be entitled under any By-Law, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF we have hereunto set our hands and seals
this MAY 6, 1997.

William H. Bodway, Jr.
WILLIAM H. BODWAY, JR.

Sandra Lamoureux
SANDRA LAMOUREUX

Barbara Lovell
BARBARA LOVELL

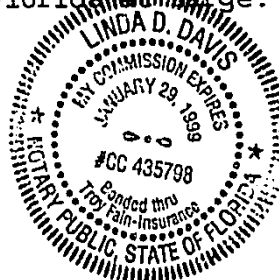
STATE OF FLORIDA }
COUNTY OF DUVAL }

Before me the undersigned authority, this day personally
appeared: WILLIAM H. BODWAY, JR., SANDRA LAMOUREUX, and BARBARA
LOVELL, known to be the parties who executed the foregoing
Articles of Incorporation, and they severally acknowledged the
said Articles of Incorporation to be their act and deed, and they
have associated themselves for the purpose of forming a
corporation as herein set forth.

WITNESS my hand and official seal at Jacksonville, Duval
County, Florida, this May 6, 1997.

Linda D. Davis
Notary Public, State of
Florida

Identification produced
as to each:
Personally Known to Notary



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 MAY -7 PM 3:43

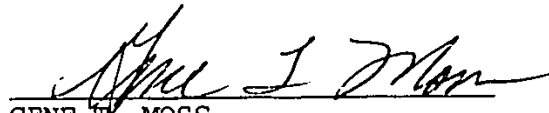
RECEIVED
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted in compliance with said Act:

That **NEW BERLIN PLAZA, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named GENE T. MOSS, located at 337 East Bay Street, Jacksonville, FL 32202, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the Corporation, **NEW BERLIN PLAZA, INC.**, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GENE T. MOSS
Registered Agent