

P97000044462



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 397948 4303929

AUTHORIZATION :

*Patricia P. Smith*

COST LIMIT : \$ 122.50

ORDER DATE : May 20, 1997

ORDER TIME : 9:15 AM

ORDER NO. : 397948-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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DOMESTIC FILING

NAME: LOWE INVESTMENT OF KEY  
BISCAYNE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAY 20 AM 9:57  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*5.20.97*

ARTICLES OF INCORPORATION  
OF  
LOWE INVESTMENTS OF KEY BISCAYNE, INC.

**FILED**  
97 MAY 20 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is LOWE INVESTMENTS OF KEY BISCAYNE, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 445 Grand Bay Drive, Suite 906, Key Biscayne, Florida 33149.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the

name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Sheldon Lowe  
445 Grand Bay Drive, Suite 906  
Key Biscayne, Florida 33149

**ARTICLE VII**

The name of the Incorporator is Martin Kalb and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of May, 1997.

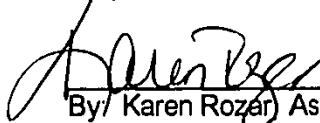


Martin Kalb, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of LOWE INVESTMENTS OF KEY BISCAYNE, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



By/ Karen Rozar As Agent

Dated: May 20, 1997