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 315 SOUTH CHESHAM STREET
 Tallahassee, Florida 32301

PAID 53190

City/State/Zip Phone #
 224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ACP-CP, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 ***525.00 ***122.50

- ☐ Walk in ☒ Pick up time 6-1297 3:30 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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 97 JUN 12 PM 3:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

File 1st

RECEIVED
 97 JUN 12 PM 12:48
 DIVISION OF CORPORATION

6/12

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
ACP-CP, INC.**

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The undersigned, acting as incorporator of ACP-CP, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ACP-CP, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation with the Florida Department of State.

ARTICLE IV. NATURE AND PURPOSE OF BUSINESS

The Corporation's business and purpose shall consist solely of being the managing general partner of ACP-CP, Limited Partnership, a Florida limited partnership (the "Partnership"). In accordance with its responsibilities as managing general partner of the Partnership, the Corporation may engage in any or all lawful businesses and activities permitted under the laws of the State of Florida and the United States which are incidental or reasonably related to its obligations as managing general partner of the Partnership.

ARTICLE V. FURTHER OBLIGATIONS OF THE CORPORATION

So long as any of the Partnership's real property is encumbered by a mortgage and the obligations thereunder are not paid in full, the corporation shall:

- A. maintain books and records and bank accounts separate from those of any other person;
- B. maintain its assets in such a manner that it is not costly or difficult to segregate,

identify or ascertain;

- C. hold all regular board of director and shareholder meetings, as appropriate, to conduct the business of the corporation, and observe all other corporate formalities;
- D. hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- E. prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- F. allocate and charge fairly and reasonably any common employee or overhead costs shared with affiliates;
- G. transact all business with affiliates on an arms-length basis and pursuant to enforceable agreement;
- H. conduct business in its own name, and use separate stationery, invoices and checks;
- I. not commingle its assets or funds with those of any other persons; and
- J. not assume, guarantee or pay the debts or obligations of any other person other than in favor of the Partnership if required by the mortgagee.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$.01 par value.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, FL 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Allen C. de Olazarra, 201 E. Pine Street, Suite 701, Orlando, Florida 32801.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

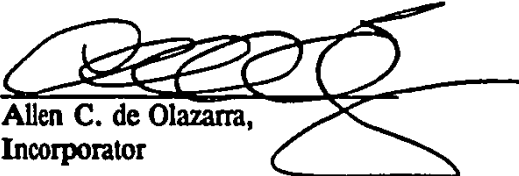
ARTICLE IX. AMENDMENTS

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

ARTICLE X. OBLIGATIONS TO ALI, INC.

Notwithstanding anything in these Articles of Incorporation to the contrary, no actions permitted hereunder or under the By-Laws of the Corporation (or otherwise permitted under Florida law), but prohibited under the Loan Documents (as defined in that certain Loan Agreement among, other parties, ACP-CP, Limited Partnership and Ali Inc., a Delaware corporation) shall be taken without the prior written consent of Ali Inc., including, without limitation, the following actions: amending the Articles of Incorporation, transferring or consenting to the transfer of any interest in the Corporation (except as permitted under the Loan Documents), transferring or encumbering property of the Corporation and distributing income or assets of the Corporation to its shareholders during a default under the Loan Documents. Any actions taken by the Corporation, or its Shareholders, prohibited under the Loan Documents shall be null and void and of no force and effect.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11 day of June, 1997.



Allen C. de Olazarra,
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ACP-CP, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, FL 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 11 day of June, 1997.

INTRASTATE REGISTERED AGENT CORPORATION

By: [Signature]
Name: Steven H. Hagg
Title: Vice-President

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