

P970000 54531



ACCOUNT NO. : 072100000032

REFERENCE : 435804 4311473

AUTHORIZATION : *Patricia Pygute*

COST LIMIT : \$ 122.50

ORDER DATE : June 20, 1997

ORDER TIME : 9:46 AM

ORDER NO. : 435804-005

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CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: W/B TRI-CITY SHOPPING CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED  
97 JUN 20 AM 11:29  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 20 AM 10:45  
TALLAHASSEE, FLORIDA

5 JUN 20 1997

**ARTICLES OF INCORPORATION  
OF  
W/B TRI-CITY SHOPPING CORP.**

**FILED**

97 JUN 20 AM 11:30

SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is W/B Tri-City Shopping Corp. (the "Corporation").  
The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Miami, Florida 33133.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE IV - INITIAL REGISTERED

##### OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Richard E. Schatz	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. Suite 2200 150 West Flagler Street Miami, Florida 33130

#### ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

#### ARTICLE VI - INITIAL

##### BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Warren P. Weiser	2665 South Bayshore Drive Miami, Florida 33133

Carol Greenberg Brooks

2665 South Bayshore Drive  
Miami, Florida 33133

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Richard E. Schatz

Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.  
Suite 2200  
150 West Flagler Street  
Miami, Florida 33130

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

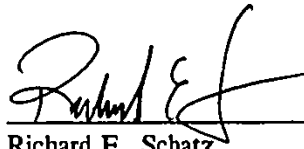
#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18<sup>th</sup> day of June, 1997.



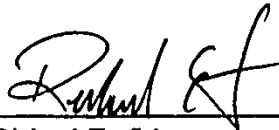
Richard E. Schatz,  
Incorporator

**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 607.0501 of the Florida Statutes.



Richard E. Schatz,  
Registered Agent

FILED  
JUN 20 1997  
TALLAHASSEE, FLORIDA