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DETROIT, MICHIGAN  
LANSING, MICHIGAN

June 17, 1997

Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32301

800002223398--7  
-06/25/97-01090--001  
\*\*\*\*367.50 \*\*\*\*122.50

Re: **Clarion Properties, Inc.**  
**Clarion Capital II Corp.**  
**Clarion Companies II, Inc.**

Gentlemen:

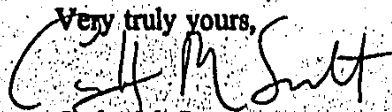
Enclosed herewith are two executed copies of the Articles of Incorporation for each of the above-referenced corporations together with a check payable to the Florida Secretary of State's Office in the amount of \$367.50 in payment of the following for each of the three corporations:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copies of the Articles of Incorporation to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,



Cathy M. Scott  
Legal Assistant to  
Marvin S. Rosen, P.A.

FILED  
07 JUN 25 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CMS/md  
ENCLOSURES

cc: Mr. David Epstein  
Marvin S. Rosen, P.A.

WPB/102382.1/23531-57722

m 6/26/97

ARTICLES OF INCORPORATION  
OF  
CLARION PROPERTIES, INC.

FILED  
97 JUN 25 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Clarion Properties, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Mr. Stuart Epstein  
3091 Miro Drive North  
Palm Beach Gardens, Florida 33410

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### ARTICLE VII - INDEMNIFICATION

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

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO Incorporation, Inc.  
222 Lakeview Avenue  
Suite 800  
West Palm Beach, Florida 33401

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Stuart Epstein  
3091 Miro Drive North  
Palm Beach Gardens, Florida 33410

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

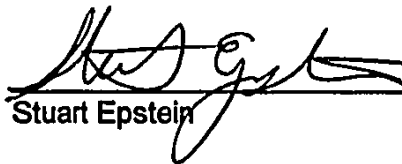
The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Stuart Epstein	3091 Miro Drive North Palm Beach Gardens, Florida 33410
David Epstein	c/o Mr. Stuart Epstein 3091 Miro Drive North Palm Beach Gardens, Florida 33410

**ARTICLE XI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of June, 1997.

  
Stuart Epstein

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 17<sup>th</sup> day of June, 1997.

HOMISCO INCORPORATION, INC.

By:   
Marvin S. Rosen, President

FILED  
97 JUN 25 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA