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NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.  
ATTORNEYS AT LAW

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG -6 AM 11:13

UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD  
SUITE 1200  
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 686-3307  
FACSIMILE (561) 686-5442

NATHAN E. NASON  
MARK A. PACHMAN  
AMANDA LYNN PARKS  
GREGORY L. SCOTT  
JOHN WHITE II  
THOMAS J. YEAGER

WILL A. NASON (1924-1979)

ALAN I. ARMOUR II  
GARY N. GERSON  
SUZANNE M. GLEIBER  
ELAINE JOHNSON JAMES  
JEFFREY B. KAHN  
DOMENICK R. LIOCE

August 5, 1997

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-08/06/97--01081--015  
\*\*\*\*122.50 \*\*\*\*122.50

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: SHOPPING CENTER MANAGEMENT CORP.

Dear Sir or Madam:

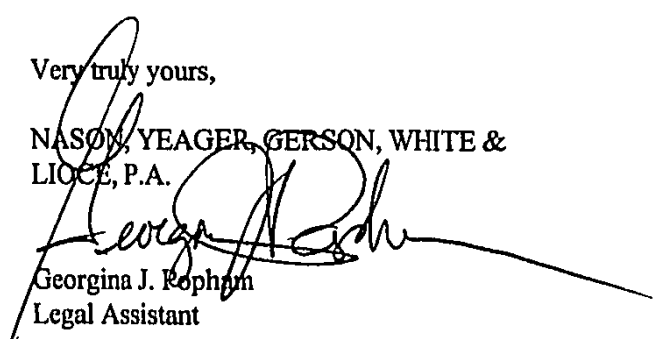
Enclosed herewith for filing is the original Articles of Incorporation and Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the "Secretary of State" in the amount of \$122.50 in payment of the following:

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

Should you have any questions regarding the filing of this document, please do not hesitate to contact me directly at (561) 471-3520.

Very truly yours,

NASON, YEAGER, GERSON, WHITE &  
LIOCE, P.A.

  
Georgina J. Ropham  
Legal Assistant

Enclosures: Check  
Articles

DOCS\4997\11207\LSOSART.SHOP.CTR.MGMT.GJP.doc

pp  
8.7.97

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOPPING CENTER MANAGEMENT CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG -6 AM 11: 13

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

SHOPPING CENTER MANAGEMENT CORP.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

1601 Belvedere Road, Suite 407  
West Palm Beach, Florida 33406

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$0.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

GARY N. GERSON

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
GARY N. GERSON	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33401

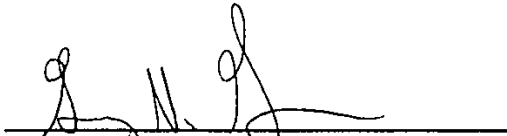
ARTICLE VII

DIRECTORS

The name and address of the individual who is to serve as the initial director of this Corporation is:

<u>Name</u>	<u>Street Address</u>
Arthur J. Meyer	1601 Belvedere Road Suite 407


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23 day of July, 1997.

  
\_\_\_\_\_  
GARY N. GERSON, Incorporator

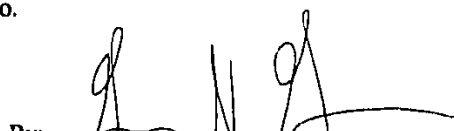
**DESIGNATION AND ACCEPTANCE  
OF**

**REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SHOPPING CENTER MANAGEMENT CORP., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named GARY N. GERSON located thereat as its registered agent to accept service of process within this State.

By:   
\_\_\_\_\_  
GARY N. GERSON, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By:   
\_\_\_\_\_  
GARY N. GERSON, Registered Agent

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DIVISION OF CORPORATIONS  
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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100002257241--5  
-08/04/97--01168--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: LINDA'S AND LORENZO'S INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CURTIS L. BROWN  
Name (Printed or typed)  
5000 CENTRAL AVENUE  
Address  
ST. PETERSBURG, FL 33707  
City, State & Zip  
(813) 327-1800  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Linda M. Brown HAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ART. III  
DATE: 8-7-97  
DOC. EXAM WS

NOTE: Please provide the original and one copy of the articles.

8-7-97  
WS

## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:  
LINDA'S AND LORENZO'S INC

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5000 CENTRAL AVE  
ST. PETERSBURG, FL 33707

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DIVISION OF CORPORATIONS  
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### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

*one share*

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CURTIS L. BROWN  
5000 CENTRAL AVE  
ST. PETERSBURG, FL. 33707

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CURTIS L. BROWN  
2015 56th Ave. South #4  
St. Petersburg, Fl 33712

PRESIDENT

BRETT BROWN  
5000 Central Ave  
St. Petersburg, Fl 33707

VICE PRESIDENT

LINDA M. BROWN  
2015 56th Ave. South #4  
St. Petersburg, Fl 33712

SEC AND TREASURER

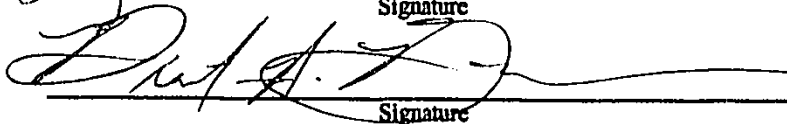
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

1 day of April August, 19 97.

(An additional article must be added if an effective date is requested.)

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is LINDA'S AND LORENZO'S INC.

2. The name and address of the registered agent and office is:

CURTIS L. BROWN

(NAME)

5000 CENTRAL AVENUE

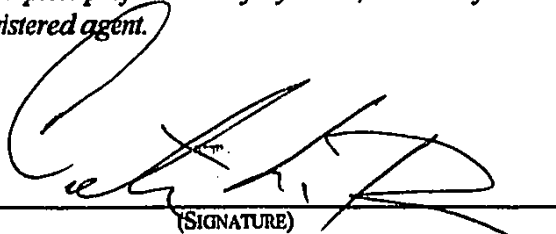
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

ST. PETERSBURG, FL 33707

(CITY/STATE/ZIP)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -4 AM 11:08

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(SIGNATURE)

8-1-97  
\_\_\_\_\_  
(DATE)