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August 11, 1997

Via FedEx

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

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-08/12/97--01058--009
****122.50 ****122.50

Re: Equity Partners Three, Inc.

Dear Sir or Madam:

We are enclosing one executed original of the Articles of Incorporation of the above-referenced corporation. Please file the Articles as soon as possible.

A check in the amount of \$122.50 is enclosed to cover the filing fee.

If you have any questions about this submission, please call the undersigned at (202) 785-8887 between the hours of 9:00 am and 6:00 p.m. Thank you.

Sincerely,

Michael J. Golub
Michael J. Golub

MJG
enclosures
evi\filing.ltr

FILED
97 AUG 12 PM 2:21
TALLAHASSEE, FLORIDA

Handwritten signature and date: 8/12/97

Articles of Incorporation
of
Equity Partners Three, Inc.

FILED
97 AUG 12 PM 2:21
SECRET
TALLAHASSEE, FLORIDA

TO: The Secretary of State for the State of Florida,
Tallahassee, Florida

The undersigned subscribes to these Articles of Incorporation, being a natural person of full legal age, and hereby presents these Articles for the formation of a Corporation under Title XXXV, Chapter 607, of the Florida Statutes.

Article I

NAME

The name of the Corporation is "Equity Partners Three, Inc." [hereinafter the "Corporation."]

Article II

DURATION

The period of duration of the Corporation will be perpetual.

Article III

NATURE OF BUSINESS

The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

On an exclusive basis, to acquire real property and hold title to, and collect income from, such property; and to remit the entire amount of such income from such property (less expenses) to one or more qualified pension or profit sharing trusts.

To conduct the business mentioned within and without the State of Florida.

To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects therein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, provided the same be not inconsistent with the laws under which this Corporation is organized.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Florida General Corporation Act.

Article IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is two thousand (2,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share, such common stock being all of one class and bearing one vote per share which vote shall be noncumulative.

Article V

SHAREHOLDER RIGHTS

The Board of Directors of the Corporation is hereby expressly granted full authority to fix and determine the preferences, qualifications, limitations, restrictions, and special and relative rights of the shares issued in accordance with the laws of the State of Florida by resolution.

Article VI

REGULATION OF INTERNAL AFFAIRS

The provisions for the regulation of the internal affairs of the Corporation are by duly adopted By-Laws.

Article VII

ADDRESS AND REGISTERED AGENT

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

Barney K. Danzansky
19530 Black Olive Lane
Boca Raton, Florida 33498

The address where the Corporation conducts its principal business is:

19530 Black Olive Lane
Boca Raton, Florida

Article VIII

DIRECTORS

The number of Directors constituting the Board of Directors of the Corporation shall be at least one (1) and not more than three (3) as set forth in the By-Laws of the Corporation. The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the name and address of each person who is to serve as an initial Director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Barney K. Danzansky
19530 Black Olive Lane
Boca Raton, Florida 33498

Scott Leon
c/o 19530 Black Olive Lane
Boca Raton, Florida 33498

Matt Goodman
c/o 19530 Black Olive Lane
Boca Raton, Florida 33498

At the first annual meeting of shareholders, the number of persons who shall be elected to serve as Directors shall be determined in accordance with the By-Laws of the Corporation. The number of Directors may be increased or decreased from time to time as provided in the Corporation's By-Laws.

Article IX

CONTRACTS

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of, such other corporation; and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation; and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

Article X

INDEMNIFICATION

Each Director and Officer or former Director or Officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor (including in each case their respective executors and administrators), shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Board of Directors that such settlement was (or, if still to be made, is) in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of general counsel of the Corporation, if such counsel is not involved therein (or, if involved then on the advice of independent counsel). The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Officer may be entitled.

Article XI

INCORPORATOR

The name and address of the incorporator is:

Barney K. Danzansky
19530 Black Olive Lane
Boca Raton, Florida 33498

Dated: 8/5/97

[Signature]
Barney K. Danzansky
Incorporator

[SEAL]

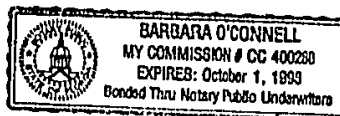
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 5 day of August, 1997, before me personally appeared Barney K. Danzansky, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known
☐ Identified by Driver's License Number _____
☐ Issued by the State of _____

[Signature]
Notary Public
Typed Name Barbara O'Connell
My Commission Expires:
Commission No. _____
State of FLORIDA



ACKNOWLEDGMENT BY REGISTERED AGENT

Barney K. Danzansky having been named in the Articles of Incorporation to accept service of process for Equity Partners Three, Inc., at the place designated herein hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Corporation Act relevant to keeping open said office.



Barney K. Danzansky

**Certificate Designating Place of Business or Domicile
for the Service of Process within Florida
Naming Agent upon whom Process may be Served**

In Compliance with Section 607.034, Florida Statutes, the following is submitted:

Equity Partners Three, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Boca Raton, Palm Beach County, Florida 33498, has named Barney K. Danzansky, whose address is 19530 Black Olive Lane, Boca Raton, Florida 33498, as its agent to accept service of process within Florida.

Dated: 8/5/97


Barney K. Danzansky
President

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Dated: 8/5/97


Barney K. Danzansky

FILED
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TALLAHASSEE, FLORIDA
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