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PLEASE REPLY TO:

Hollywood  
FILE NO.:

TOL42-0003

August 12, 1997

VIA CERTIFIED MAIL # P 964 651 846

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

RE: 14851 TOLL CORP.

Dear Sir/Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for 14851 Toll Corp. Also enclosed is our firm check in the amount of \$122.50 to cover the required filing and certified copy fee. Please complete the necessary filing and return the certified copy to the undersigned.

Also enclosed is a duplicate of this letter, please date stamp and return in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Please call me if you should have any questions.

Sincerely yours,

*Gene K. Glasser*

For GENE K. GLASSER

GKG/LIB/jbr  
Enclosures w/env.  
cc: Mr. Louis Robert Toll  
253980

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-08/14/97--01137--005  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 14 AM 10:31

ARTICLES OF INCORPORATION  
OF  
14851 TOLL CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 14 AM 10:31

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

**NAME:** The name of this corporation shall be 14851 TOLL CORP.

ARTICLE II

**ADDRESS:** The mailing address and street address of the initial principal office of the corporation shall be 14869 South Dixie Highway, Miami, FL 33176.

ARTICLE III

**NATURE OF BUSINESS:** The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

**CAPITAL STOCK:** This corporation shall be authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

**TERM OF EXISTENCE:** This corporation shall have perpetual existence.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT:** The name and street address of the initial registered agent of this corporation shall be: Louis Robert Toll, 14869 South Dixie Highway, Miami, FL 33176.

ARTICLE VII

**DIRECTORS:** The corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall

never be less than one (1).

#### ARTICLE VIII

**INITIAL BOARD OF DIRECTORS AND OFFICERS:** The name and address of the initial Board of Directors and officers who shall hold office for the first year of existence of the corporation or until his successors have been elected and qualified is:

##### INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Louis Robert Toll	14869 South Dixie Highway Miami, FL 33176

##### INITIAL OFFICERS

Louis Robert Toll, President	14869 South Dixie Highway Miami, FL 33176
Ronnie Toll, Secretary, Treasurer	14869 South Dixie Highway Miami, FL 33176

#### ARTICLE IX

**INCORPORATOR:** The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Louis Robert Toll	14869 South Dixie Highway Miami, FL 33176

#### ARTICLE X

**INDEMNIFICATION:** To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by

the Florida Business Corporation Act, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE XI

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

#### ARTICLE XII

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 5 day of AUGUST, 1997.

  
\_\_\_\_\_  
LOUIS ROBERT TOLL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 14 AM 10:32

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for 14851 TOLL CORP. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: 8/5, 1997.

  
LOUIS ROBERT TOLL