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Law Office  
**MICHAEL J. FREEMAN, P.A.**  
153 Sevilla Avenue  
Coral Gables, Florida 33134-6088

P.O. Box 140668  
Coral Gables, Florida 33114-0668

Tel. (305) 442-1567  
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September 10, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

200002297332--3  
-09/18/97-01036--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of: AJFGP, INC.

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

1. Original and copy of Articles of Incorporation;
2. Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
3. My office check in the amount of \$122.50 as payment for the following:

Filing Fee	35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Charter	<u>52.50</u>
	<u>\$122.50</u>

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

*Michael J. Freeman*  
MICHAEL J. FREEMAN

MJF:lc  
enc:

SEP 19. BSB

FILED  
SEP 18 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**AJFGP, INC.**

**FILED**

97 SEP 18 AM 11:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation is AJFGP, INC..

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business to be transacted by this corporation is to act as the corporate general partner of a limited partnership. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

**ARTICLE IV**

The principal place of business for this corporation is  
153 Sevilla Avenue, Coral Gables, Florida 33134.

**ARTICLE V**

The mailing address of this corporation is P.O. Box 140668, Coral Gables, Florida, 33114-0668.

**ARTICLE VI**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE VII**

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is:

M.J.F. REGISTERED AGENT CORP.  
153 Sevilla Avenue  
Coral Gables, Florida 33134

#### ARTICLE IX

The name and post office address of the directors of this corporation is as follows:

Antoinette J. Friedman  
604 NE 2nd Street, #322  
Dania, Florida 30004

William Friedman  
229 Laurel Street  
Lake Jackson, Texas 77566

#### ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer

of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

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

Michael J. Freeman  
153 Sevilla Avenue  
Coral Gables, Florida 33134

ARTICLE XII

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the

corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Miami, Dade County, Florida, this 19<sup>th</sup> day of September 1997.

AJFGP, INC.  
a Florida corporation

Michael J. Freeman  
Michael J. Freeman  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME personally appeared MICHAEL J. FREEMAN, with knowledge that he is the incorporator named in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

Elizabeth H. Curry  
Notary Public, State of Florida

Print Name: ELIZABETH W. CURRY

My Commission Expires:



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 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT AJFGP, INC., A FLORIDA CORPORATION, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF  
FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP., LOCATED AT 153  
SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

AJFGP, INC.  
a Florida corporation

By: Michael J. Freeman  
MICHAEL J. FREEMAN  
Incorporator

Date: 9/17/97

FILED  
97 SEP 18 AM 11:48  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OR 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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

M.J.F. REGISTERED AGENT CORP.

By: Michael J. Freeman  
MICHAEL J. FREEMAN, President

Date: 9/17/97