

SCHOTTENSTEIN REALTY CO.

1201 BRICKELL AVENUE  
SUITE 210  
MIAMI, FLORIDA 33131  
TEL: (305) 371-2824  
FAX: (305) 374-5023

P97000100665

November 20 1997

Florida Department of State  
Division of Corporations  
New Filings Section  
P. O. Box 6327  
Tallahassee, Florida 32314

000002355800--0  
-11/24/97--01131--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madame,

Enclosed herewith are two original copies of the Articles of Incorporation of Fifteen Brickell Corp. and a check in the amount of \$70.00 to cover the various relevant filing fees. Kindly file the enclosed Articles at your earliest convenience.

Thank you for your consideration in and prompt attention to this matter. Please contact me at the address or telephone number shown above if you have questions or require additional information.

Yours very truly,

  
Jeff Schottenstein

JS/mk  
Enclosures

FILED  
97 NOV 24 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
of  
FIFTEEN BRICKELL CORP.

FILED  
97 NOV 24 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be: Fifteen Brickell Corp.

ARTICLE II PRINCIPAL OFFICE

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

1201 Brickell Ave.  
Suite 210  
Miami, Florida 33131

ARTICLE III CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value per share	Class of Stock
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, and labor or services in lieu of cash, at a valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jeffrey M. Schottenstein  
1201 Brickell Avenue  
Suite #210  
Miami, Florida 33131

ARTICLE V INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation are:

Jeffrey M. Schottenstein  
1201 Brickell Avenue  
Suite #210  
Miami, Florida 33131

ARTICLE VI EXISTENCE

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to the law.

ARTICLE VII PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State Florida.

ARTICLE VIII DIRECTORS

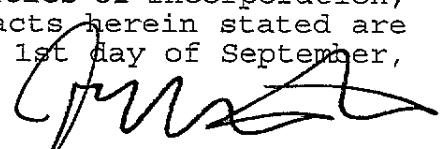
This corporation shall have at least one director, the exact number to be specified by the stockholders from time to time. The name and address of the first director of the corporation, who shall hold office for the first year or until his successor(s) are duly elected and qualified shall be:

Jeffrey M. Schottenstein  
1201 Brickell Avenue  
Suite #210  
Miami, Florida 33131

ARTICLE IX INDEMNIFICATION

The private property of the stockholders shall not be subject to payment of the corporate debts in any event and the corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 1st day of September, 1995.

  
Jeffrey M. Schottenstein  
Incorporator

STATE OF Florida     )  
                              )  
COUNTY OF Dade        )

ss

BEFORE ME, the undersigned authority, personally appeared Jeffrey M. Schottenstein, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who, after being dully sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESSED my hand and official seal in the State and County aforesaid, This 20th day of November, 1997.

My Commission Expires:

Maria Karatzas  
Notary Public

Sept. 14, 1999

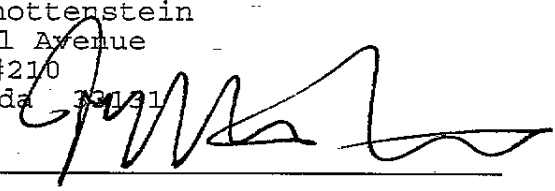


MARIA KARATZAS  
COMMISSION # CC 495831  
EXPIRES SEP 14, 1999  
BONDED THRU  
ATLANTIC BONDING CO INC

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

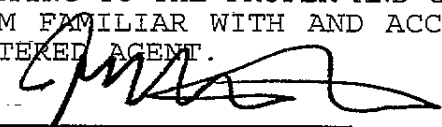
1. The name of the corporation is : Fifteen Brickell Corp.
2. The name and address of the registered agent and office is:

Jeffrey M. Schottenstein  
1201 Brickell Avenue  
Suite #210  
Miami, Florida 33131

Signature: 

Date: November 20, 1997

HAVING BEEN NAMED AS REGISTERED AGENT 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: November 20, 1997

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97 NOV 24 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA