

P97000100750

NOV-26-97 15:47 FROM:STROOCK STROOCK & LAVAN ID:

PAGE 1/3

11/26/97  
2:13 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

001011)061

((H97000019696 8))

TO: DIVISION OF CORPORATIONS  
(850)922-4001

FAX #:

FROM: STROOCK & STROOCK & LAVAN  
072100000020

ACCT#:

CONTACT: ANDREA ARNESON  
PHONE: (305)358-9900

FAX #:

(305)789-9302

NAME: ADLER NEWCO G.P., INC.

AUDIT NUMBER.....H97000019696

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 NOV 26 AM 7:43

FILED

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Sent & Confirmed  
Date 11/26/97 Time 14:44  
By Steven

H97000019696 8

**ARTICLES OF INCORPORATION  
OF  
ADLER NEWCO G.P., INC.**

**THE UNDERSIGNED** incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation ("Articles"):

**FIRST:** The name of the corporation is Adler Newco G.P., Inc. (the "Corporation").

**SECOND:** The principal office address and mailing address of the Corporation is: 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.

**THIRD:** The Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.

**FOURTH:** The street address of the initial registered office of the Corporation is: Stroock & Stroock & Lavan LLP 200 South Biscayne Boulevard, Suite 3300, Miami, Florida 33131 and the registered agent at that address is Claudia F. Haines, Esq.

**FIFTH:** The Corporation's purpose is to act as a general partner ("General Partner") of AP-Adler Investment Fund, L.P., a Delaware limited partnership ("Partnership").

**SIXTH:** The following individual shall serve on the Corporation's board of directors ("Board") until his successor has been elected and duly qualified:

Michael M. Adler

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 26 th day of November, 1997

*Claudia F. Haines*  
\_\_\_\_\_  
Claudia F. Haines, Incorporator

H97000019696 8

THIS INSTRUMENT PREPARED BY:  
Claudia F. Haines, Esq.  
Florida Bar No. 0055115  
200 South Biscayne Boulevard  
Suite 3300  
Miami, Florida 33131-2385  
(305) 358-9900

97 NOV 26 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H97000019696 8

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Adler Newco G.P., Inc. and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: *Claudia F. Haines*  
Claudia F. Haines, Esq.

FILED  
97 NOV 26 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000019696 8

THIS INSTRUMENT PREPARED BY:  
Claudia F. Haines, Esq.  
Florida Bar No. 0055115  
200 South Biscayne Boulevard  
Suite 3300  
Miami, Florida 33131-2385  
(305) 358-9900