

**BLANK ROME COMISKY & McCAULEY**  
COUNSELORS AT LAW

1200 NORTH FEDERAL HIGHWAY, SUITE 309

BOCA RATON, FLORIDA 33432

(561) 417-8100

FAX: (561) 417-8101

EMAIL ADDRESS

DIRECT DIAL NUMBER

P 97000102792

December 1, 1997

Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

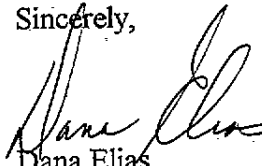
Re: Great Barrington, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named, together with a check made payable to Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee; \$35.00 for the registered agent fee; and \$52.50 for a certified copy of the Articles of Incorporation to be returned to me.

If there are any questions regarding the above, do not hesitate to contact the undersigned.

Sincerely,

  
Dana Elias,  
Legal Assistant

de/  
Enclosures

F. CHESSEY DEC 8 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**GREAT BARRINGTON PROPERTIES, INC.**

FILED  
97 DEC -4 AM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is Great Barrington Properties, Inc. (the "Corporation").

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, \$1.00 par value.

**ARTICLE V**

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

**ARTICLE VI**

The principal place of business of the Corporation shall be Miami, Florida, and its mailing address shall be:

19500 Turnberry Way  
Aventura, Florida 33180

## ARTICLE VII

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

BRCMC, Inc.  
c/o Blank Rome Comisky & McCauley  
1200 North Federal Highway, Suite 309  
Boca Raton, FL 33432

## ARTICLE VIII

The names and street addressees of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert A. Rothman President/Director	19500 Turnberry Way Aventura, FL 33180

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

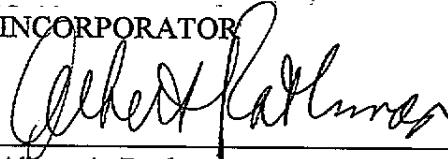
## ARTICLE IX

The names and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert A. Rothman	19500 Turnberry Way Aventura, FL 33180

NOV IN WITNESS WHEREOF, I have hereunto set my hand this 25 day of  
1997.

INCORPORATOR

  
Albert A. Rothman

STATE OF ~~FLORIDA~~ New York )  
COUNTY OF NYC ) SS  
)

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of  
Nov. 1997 by Albert A. Rothman, who is personally known to me or who has  
produced known as identification.

  
Notary Public

HEATHER L. CRISTALL  
Notary Public, State of New York  
No. 01CR505533  
Qualified in New York County  
Commission Expires March 4, 1998

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Great Barrington Properties, Inc.
2. The name and address of the registered agent and office is:

BRCMC, Inc.  
c/o Blank Rome Comisky & McCauley  
1200 North Federal Highway, Suite 309  
Boca Raton, FL 33432

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Michael H. Leeds, Vice President

Dated: 12/1/97

FILED  
97 DEC -4 AM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA