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Via Federal Express  
Airbill No. 801449637221

December 5, 1997

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-12/08/97--01090--007  
\*\*\*\*131.25 \*\*\*\*131.25

**Re: Formation of Two New Corporations**

Dear Sir or Madam:

I would like to form the following two new corporations under Florida law:

- Retail Redevelopment Corporation
- Rodel Ventures, Inc.

Enclosed please find, for each of the above listed corporations, the original and one copy of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing for each corporation. I have enclosed two checks, each in the amount of \$131.25, made payable to "Division of Corporations".

My return address is:

Michael K. Northrop  
c/o Rosen Associates  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799  
(305) 446-5663

Thank you very much.

Sincerely,

Michael K. Northrop, Esquire

Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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RP  
12-9-97

✓ Miami: (305) 446-5663 • FAX: (305) 446-1330 • 215 S.W. Le Jeune Road • Miami, Florida 33134-1799  
Boston: (617) 423-0662 • FAX: (617) 423-0849 • 745 Atlantic Avenue • Suite 800 • Boston, Massachusetts 02111-2735  
Destin: (904) 650-2858 • FAX: (904) 650-2862 • 1234 Airport Road • Suite 214 • Destin, Florida 32541  
Atlanta: (770) 242-6140 FAX and PHONE • P.O. Box 160 • Norcross, Georgia 30091-0160

ARTICLES OF INCORPORATION  
OF  
RODEL VENTURES, INC.

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DIVISION OF CORPORATIONS

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ARTICLE I

Name

The name of this Corporation shall be Rodel Ventures, Inc.

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Michael K. Northrop, Esquire.

## ARTICLE VI

### Initial Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

CLIFFORD D. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

## ARTICLE VII

### Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

## ARTICLE VIII

### Incorporator

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

Michael K. Northrop, Esquire  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5<sup>th</sup> day of December, 1997.

  
MICHAEL K. NORTHROP, Subscriber

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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STATE OF FLORIDA   §  
                             §  
COUNTY OF DADE   §

**BEFORE ME**, personally appeared MICHAEL K. NORTHROP, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 5<sup>th</sup> day of December, 1997.

Juana M. Amago  
Notary Public, State of Florida

Juana M. Amago  
Type/Print/or Stamp Name of Notary

My Commission Expires:



#### ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Michael K. Northrop, hereby accepts appointment as the Resident Agent for **Rodel Ventures, Inc.**, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

**WITNESS** my hand this 5<sup>th</sup> day of December, 1997.

Michael K. Northrop  
Michael K. Northrop