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LAW OFFICES  
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December 12, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

ADMITTED  
FLORIDA AND DISTRICT OF  
COLUMBIA  
DIVISION OF CORPORATIONS  
9 DEC 15 AM 10:45

RE: EATON PROPERTIES, INC.

600002372096--8  
-12/15/97--01064--014  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Enclosed for filing please find:

1. Two Original counterparts of the Articles of Incorporation of the above-referenced corporation;
2. A check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50), payable to the Secretary of State, representing the following:

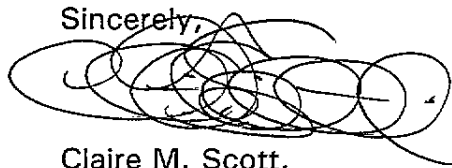
Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>

**TOTAL** \$122.50

Once the Articles have been filed, kindly forward a certified copy to this office in the self-addressed stamped envelope provided herewith for your convenience.

If I may be of any further assistance in regard to the aforementioned, please feel free to contact our office.

Sincerely,



Claire M. Scott,  
Legal Assistant

12-16-97  
WS

**ARTICLES OF INCORPORATION**  
**OF**  
**EATON PROPERTIES, INC.**

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

**Article I.**

**CORPORATE NAME**

The name of the corporation shall be Eaton Properties, Inc.

**Article II.**

**MAILING ADDRESS**

The mailing address of the corporation shall be 1395 Brickell Avenue, Third Floor, Miami, Florida 33131.

**Article III.**

**AUTHORIZED SHARES**

The number of shares the corporation is authorized to issue shall be 10,000 shares with a par value of \$1.00 per share.

**Article IV.**

**CLASSES OF SHARES**

The corporation is authorized to issue one class of shares that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**Article V.**

**PREFERENCES**

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

**Article VI.**

**PREEMPTIVE RIGHTS**

The shareholders of the corporation shall not have a preemptive right to acquire the unissued shares of the corporation.

**Article VII.**

**INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 1395 Brickell Avenue, Third Floor, Miami, Florida 33131. The initial registered agent at that office is Robert W. Stewart.

**Article VIII.**

**INCORPORATORS**

The name and address of each incorporator is:

William N. Ross  
1395 Brickell Avenue  
Third Floor  
Miami, Florida 33131

**Article IX.**

**DIRECTORS**

The names and addresses of the individuals who are to serve as the initial directors are:

William N. Ross  
1395 Brickell Avenue  
Third Floor  
Miami, Florida 33131

Teresa A. Penichet  
1395 Brickell Avenue  
Third Floor  
Miami, Florida 33131

**Article X.**

**PURPOSE**

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**Article XI.**

**INDEMNIFICATION**

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850.

**Article XII.**

**BY LAWS**

The power to adopt, alter amend or repeal by-laws is reserved to the shareholders of the corporation.

**Article XIII.**

**RESTRICTIONS ON TRANSFER OF SHARES**

Any transfer of shares of the corporation shall obligate the shareholder first to offer the corporation and the other shareholders, consecutively, an opportunity to acquire the shares proposed for transfer.

**Article XIV.**

**EFFECTIVE DATE**

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In witness whereof this instrument has been executed the 12th day of December, 1997.

  
WILLIAM N. ROSS, Incorporator

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 12th day of December, 1997, by WILLIAM N. ROSS, who is personally known to me and who did take an oath.

  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

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Clara M. Scott  
Notary Public, State of Florida  
Commission No. CC 655251  
My Commission Exp. 06/22/2001  
Notary Service & Bonding Co.

**REGISTERED AGENT ACKNOWLEDGEMENT**

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

  
\_\_\_\_\_  
ROBERT W. STEWART, Registered Agent

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