

P97000 107542



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 643412 7136569

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignatelli

ORDER DATE : December 19, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 643412-005

CUSTOMER NO: 7136569

300002380713--1

CUSTOMER: Mr. Jeffrey H. Norman
MR. JEFFREY H. NORMAN

153 S.e. First Avenue

Boca Raton, FL 33432

DOMESTIC FILING

NAME: MIZNER LAKES LAND HOLDINGS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

Dmc
12/23/97

FILED
97 DEC 23 PM 1:45
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- Profit Corporation -

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

FIRST: The name of the corporation shall be:

Mizner Lakes Land Holdings, Inc.

SECOND: The place in the State of Florida where its principal office is to be located is:

153 S.E. First Avenue

Boca Raton, Florida 33432

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of:

Developer

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

No Par Value/Common Stock

The number of shares which the corporation is authorized to have outstanding is:

100

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Jeffrey H. Norman, 1011 Del Harbour Drive

Delray Beach, FL 33483

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TALLAHASSEE, FLORIDA

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:
Jeffrey Levine, Esquire
4000 N. Federal Highway, Suite 201
Boca Raton, FL 33431

SEVENTH: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of one in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Jeffrey H. Norman
1011 Del Harbour Drive
Delray Beach, Fl 33483

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from
January 1st to December 31st each year.

TENTH: IN WITNESS THEREOF, I/WE SET MY/OUR HAND(S) THIS
10TH DAY OF December, 1997

 (PRES.)

Jeffrey H. Norman, President

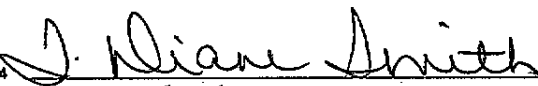
State of Florida)
County of Palm Beach) SS.

On this day, before me, the undersigned authority, in and for
and residing in the above County and State, personally appeared
the Incorporators whose signatures appear above, are personally
known to me to be the same person(s) whose name(s) is/are
subscribed to the foregoing document, and, being duly sworn, they
verified that the information contained in the foregoing document
is true and correct on personal knowledge and acknowledged that
said document was signed as a free and voluntary act.

Subscribed and sworn to this 10th day of December, 1997.



T DIANE SMITH
My Commission CC379564
Expires Jun. 06, 1998
Bonded by HAI
800-422-1555



Name and Signature

My Commission expires June 6, 1998

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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Pursuant to the provision of section 607.0501, Florida Statutes, 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: _____
Mizner Lakes Land Holdings, Inc.

2. The name and address of the registered agent and office is:

Jeffrey Levine, Esquire

(Name)

4000 N. Federal Highway, Suite 201

(P.O. Box NOT acceptable)

Boca Raton, Florida 33431

(City/State/Zip)

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 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.

SIGNATURE

DATE

REGISTERED AGENT FILING FEE: \$35.00

DIVISIONS OF CORPORATION, P.O. BOX 6327, TALLAHASSEE, FL 32314