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FLORIDA DIVISION OF CORPORATIONS

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

FAX #:

(305) 789-9302

NAME: ADLEE, INC.

AUDIT NUMBER.....H97000021125

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

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**ARTICLES OF INCORPORATION
OF
ADLEE, 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 Adlee, Inc. (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 1400 N.W. 107th 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 S. Biscayne Boulevard, Suite 3300, Miami, Florida 33131 and the name of the registered agent at that address is Claudia F. Haines, Esq.

FIFTH: The name and address of the incorporator of the Corporation is Claudia F. Haines, Esq. at Stroock & Stroock & Lavan LLP, 200 S. Biscayne Boulevard, Suite 3300, Miami, Florida 33131.

SIXTH: The Corporation's purpose is to act as the general partner ("General Partner") of Adlee Developers, Ltd., a Florida limited partnership ("Partnership").

SEVENTH: The Corporation, as General Partner, shall not incur indebtedness unless such obligations are incurred on behalf of and for the benefit of the Partnership.

EIGHTH: The following individuals shall serve on the Corporation's board of directors ("Board") until their successors have been elected and duly qualified:

Mark A. Ferrucci (Independent Director)
CT Corporation
1209 Orange Street
Wilmington, DE 19801

Michael M. Adler
The Adler Group
1400 N.W. 107th Ave.
Miami, Florida 33172

NINTH: No filing of a petition under title 11 of the United States Code (the "Bankruptcy Code") or insolvency proceeding in respect of the Partnership or the Corporation shall be made or commenced without the unanimous affirmative vote of the directors of the Corporation, and neither the Partnership nor the Corporation shall acquiesce, petition or otherwise invoke or cause any other person to invoke the process of the United States of America, any state or other political subdivision thereof or any other jurisdiction, any entity exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government for the purpose of commencing or sustaining a case against the Partnership or the Corporation under a Federal or state bankruptcy, insolvency or similar law or appointing a receiver, liquidator, assignee, trustee, custodian, sequestrator or other similar official of the Corporation or the Partnership or all or any part of its or their property or assets or ordering the winding-

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up or liquidation of the affairs of the Partnership or the Corporation, if such action has not been consented to by a unanimous vote of the directors of the Corporation. The Corporation shall at all times have a least one Independent Director (who shall be satisfactory to PW) and such Independent Director cannot be removed without the appointment of a successor Independent Director (who shall be satisfactory to PW), and no action requiring unanimous approval of the directors of the Corporation shall be taken in the absence of such Independent Director except for the action of removal and replacement of an Independent Director with another Independent Director.

TENTH: The provisions of these Articles of Incorporation and the Corporation's Bylaws relating to the Independent Director or the filing of any bankruptcy or insolvency proceeding by or in respect of the Partnership or the Corporation shall not be modified or amended in any respect.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of December, 1997



Claudia F. Haines, Incorporator

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

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Adlee, 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.

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

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