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NAME: BAITA REALTY ADVISORS (FLORIDA) INC.

AUDIT NUMBER.....H98000000802

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

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PAGES..... 4

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TALLAHASSEE, FLORIDA

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FROM

B. REGISTER JAN 15 1998



## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 14, 1998

HOLLAND &amp; KNIGHT OF MIAMI

SUBJECT: BAITA REALTY ADVISORS (FLORIDA) INC.  
REF: W98000000883

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ARTICLES OF INCORPORATION  
OF  
BAITA REALTY ADVISORS (FLORIDA) INC.

FILED  
98 JAN 15 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of BAITA REALTY ADVISORS (FLORIDA) INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is BAITA REALTY ADVISORS (FLORIDA) INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 1221 Brickell Ave., Suite 945, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on January 13, 1998

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

THIS INSTRUMENT WAS PREPARED BY:  
Stuart K. Hoffman, Esq.  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
Tel. (305) 374-8500  
Florida Bar No.: 0186851

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**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1221 Brickell Ave., Suite 945, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Gregory William Kessel.

**ARTICLE VII. BOARD OF DIRECTORS**

The corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the directors are:

<u>Name</u>	<u>Address</u>
Reto Schneider	1777 N.E. Expressway, Suite 145 Atlanta, Georgia 30329
William Sulzbacher	8130 Baymeadows Way West, Suite 101 Jacksonville, Florida 32256
Gregory William Kessel	1221 Brickell Ave., Suite 945 Miami, Florida 33131

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator are Gregory William Kessel, 1221 Brickell Ave., Suite 945, Miami, Florida 33131.

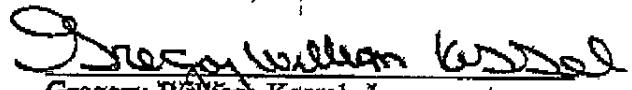
**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 13 day of January, 1998.

  
Gregory William Kessel, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

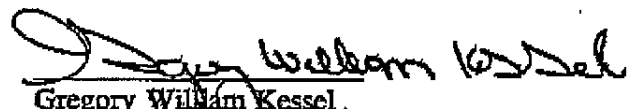
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BAITA REALTY ADVISORS (FLORIDA) INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1221 Brickell Ave., Suite 945, Miami, Florida 33131 has named Gregory William Kessel as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 13 day of January, 1998.

  
Gregory William Kessel.  
Registered Agent

MIA4-578395

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