



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 672232 82767A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 16, 1998

ORDER TIME : 2:11 PM

ORDER NO. : 672232-005

CUSTOMER NO: 82767A

000002403840--8

-01/20/98--01002--002

\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Paul M. Bloomgarden, Esq  
PAUL M. BLOOMGARDEN, PA

Suite 100a  
8551 W. Sunrise Boulevard  
Ft. Lauderdale, FL 33322

DOMESTIC FILING

NAME: EAGLE ROCK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 AM 8:33

RECEIVED  
98 JAN 16 4:31 PM  
DIVISION OF CORPORATIONS

LAW OFFICES  
PAUL M. BLOOMGARDEN, P. A.  
SUITE 100A  
8551 WEST SUNRISE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33322

PAUL M. BLOOMGARDEN  
ALSO MEMBER NEW YORK BAR

(954) 370-2222  
FAX (954) 370-2211

January 15, 1998

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

Re: Eagle Rock, Inc.

Gentlemen:

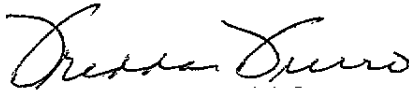
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	<u>\$ 35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Fredda Fierro, Secretary to  
Paul M. Bloomgarden

PMB:ff

Enc.

cc: Mr. Guydos

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 AM 8:33

ARTICLES OF INCORPORATION  
OF  
EAGLE ROCK, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 AM 8:33

ARTICLE I - NAME

The name of this Corporation is EAGLE ROCK, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To purchase, acquire, own, hold, lease, sell, exchange, manage, occupy, maintain and operate apartment houses, dwelling houses, and business structures of all kinds for the accommodation of the public and of individuals; and to keep, manage, conduct, and operate apartment houses and dwelling houses.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 100A, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

8551 W. Sunrise Blvd., #100A  
Ft. Lauderdale, FL 33322

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

GILBERT G. GUYDOS  
4248 S. W. 87 Terrace  
Davie, FL 33328

SUSAN S. GUYDOS  
4248 S. W. 87 Terrace  
Davie, FL 33328

ARTICLE IX - INCORPORATOR

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

GILBERT G. GUYDOS  
4248 S. W. 87 Terrace  
Davie, FL 33328

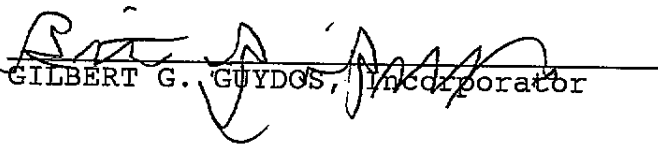
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

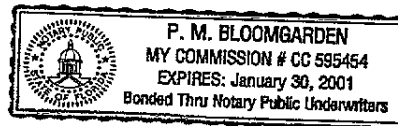
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 1<sup>st</sup> day of December, 1997.

  
GILBERT G. GUYDOS, Incorporator

STATE OF FLORIDA       )  
                                  ss  
COUNTY OF BROWARD     )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 1997 by GILBERT G. GUYDOS who is personally known to me or who has produced his Florida drivers license as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public



DESIGNATION OF REGISTERED AGENT

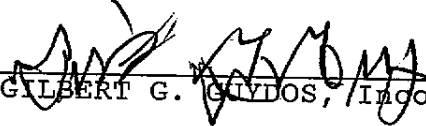
FOR

EAGLE ROCK, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 AM 8:33

In compliance with Section 48.091, Florida Statutes, EAGLE ROCK, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names PAUL M. BLOOMGARDEN located at Suite 100A, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: December 1, 1997

  
GILBERT G. GIVDOS, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 1, 1997

  
PAUL M. BLOOMGARDEN, Registered Agent