

P98000008930

JAN 28 '98 12:18PM COHEN BERKE

P.1/18

1/28/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:12 PM

((H98000001861 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P  
CONTACT: PEGGY MARINELLI  
PHONE: (305) 854-5900

ACCT#: 075410000050

FAX #: (305) 857-9322

NAME: LDF REAL PROPERTY INVESTMENTS, INC.

AUDIT NUMBER.....H98000001861

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1 REC

ANSI

Online

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

98 JAN 28 PM 4:03

FILED

8-28-98  
mm

H98000001861

**ARTICLES OF INCORPORATION  
OF  
LDF REAL PROPERTY INVESTMENTS, INC.**

The undersigned, acting as incorporator of **LDF REAL PROPERTY INVESTMENTS, INC.** (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is: **LDF REAL PROPERTY INVESTMENTS, INC.**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence upon filing the Articles of Incorporation with the Florida Secretary of State.

**ARTICLE III**

**DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV**

**PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:  
Eileen Trautman, Esq.  
Florida Bar No. 184844  
Cohen, Berke, Bernstein, Brodie & Kondell, P.A.  
2601 So. Bayshore Drive, 19th Fl.  
Miami, Florida 33133  
(305) 854-5900

H98000001861

FILED  
98 JAN 28 PM 4:03  
DIV. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

H98000001861

**ARTICLE V**

**PRINCIPAL OFFICE**

The street address of the principal office of the Corporation shall be:

848 Brickell Avenue  
Suite 1120  
Miami, FL 33131

The mailing address of the Corporation shall be:

One Greenway Plaza  
Suite 850  
Houston, Texas 77046-0102

**ARTICLE VI**

**AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

**ARTICLE VII**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 848 Brickell Avenue, Suite 1120, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is David A. Friedman.

H\_98000001861

H 98000001861

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
David A. Friedman	848 Brickell Avenue Suite 1120 Miami, FL 33131

**ARTICLE IX****INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
David A. Friedman	848 Brickell Avenue Suite 1120 Miami, Florida 33131

**ARTICLE X****INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred

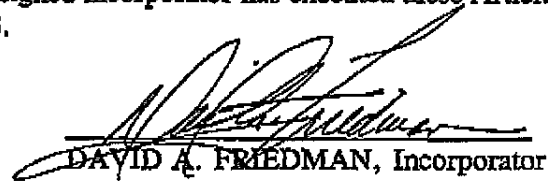
H 98000001861

H 98000001861

by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

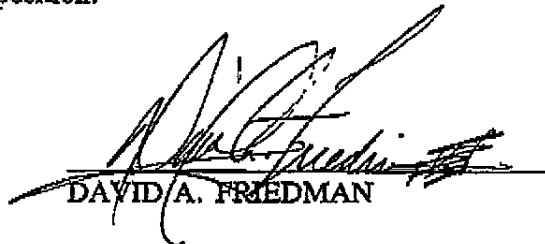
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of January, 1998.



DAVID A. FRIEDMAN, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for LDF REAL PROPERTY INVESTMENTS, INC. in the foregoing Articles of Incorporation, I, David A. Friedman, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.



DAVID A. FRIEDMAN

H:\LIBRARY\CT\NENT\ARTICLES\LDF-REAL.ART

H 98000001861

FILED  
98 JAN 28 PM 4:03  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA