

Jan-30-98 04:27pm

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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: ANDREA ARNESON
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FAX #:

NAME: AP-ADLER OAKES, INC.

AUDIT NUMBER.....H98000002100

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

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PAGES..... 2

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AP-Adler Oakes, 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 AP-Adler Oakes, 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: 1400 N.W. 107th Avenue, Miami, Florida 33172-2704, and the registered agent at that address is Joel Levy.

FIFTH: The name and address of the incorporator of the Corporation is:
St. John Daugherty
Stroock & Stroock & Lavan LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, FL 33131-2385

SIXTH: The Corporation's purpose is to engage in any lawful activity permitted under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 th day of January, 1998.


St. John Daugherty, Incorporator

THIS INSTRUMENT PREPARED BY:
St. John Daugherty, Esq.
Florida Bar No. 0937274
Stroock & Stroock & Lavan LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385
(305) 358-2900

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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 AP-Adler Oakes, Inc. and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: 
Joel Levy

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TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:
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