

BRADY & COKER

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TO: DIVISION OF CORPORATIONS

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FROM: BRADY & COKER

ACCT#: 075350000217

CONTACT: NEYSA RICH

PHONE: (954)761-1404

FAX #: (954)761-1489

NAME: VILLAGGIO DI LAS OLAS DEVELOPMENT, INC.

AUDIT NUMBER.....H98000002489

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION  
OF  
VILLAGGIO DI LAS OLAS DEVELOPMENT, INC.

ARTICLE I. NAME: The name of this corporation is Villaggio di Las Olas Development, Inc.

ARTICLE II. DURATION: This corporation shall have perpetual existence.

ARTICLE III. PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK: This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

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 1318 Southeast 2nd Avenue, Fort Lauderdale, FL 33316, and the name of the initial registered agent of this corporation at that location is Richard G. Coker, Jr.

ARTICLE VII. INITIAL BOARD OF DIRECTORS: This corporation shall have two (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 (1). The name and address of the initial directors of this corporation are:

Michael A. Shiff	1103 East Las Olas Boulevard
President/Director	Suite 200
	Fort Lauderdale, FL 33301

Justen D. Shiff	1103 East Las Olas Boulevard
Vice President/Director	Suite 200
	Fort Lauderdale, FL 33301

Richard G. Coker, Jr., Esquire  
Florida Bar No. 338842  
Brady & Coker  
1318 Southeast 2nd Avenue  
Fort Lauderdale, FL 33316

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ARTICLE VIII. INCORPORATOR: The name and address of the person signing these Articles is:

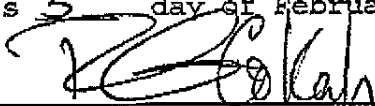
Richard G. Coker, Jr.

1318 Southeast 2nd Avenue  
Fort Lauderdale, FL 33316

ARTICLE IX. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. 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 is subject to this reservation.

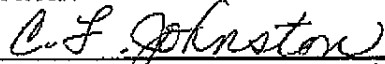
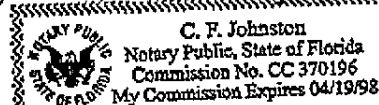
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of February, 1998.

  
Richard G. Coker, Jr., Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by RICHARD G. COKER, JR., who is personally known to me and who did not take an oath.

  
(Signature of Notary Public)

(Print Name of Notary Public/Notary Commission No.)

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STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Service  
of Process Within This State, Naming Agent Upon Whom Process May  
Be  
Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091,  
Florida Statutes:

Villaggio di Las Olas Development, Inc., a corporation  
organized (or organizing) under the laws of the State of Florida,  
with its principal office at 1103 East Las Olas Boulevard,  
Suite 200, Fort Lauderdale, FL 33301, in the City of Fort  
Lauderdale, County of Broward, State of Florida, has named Richard  
G. Coker, Jr., located at 1318 Southeast 2nd Avenue, in the City of  
Fort Lauderdale, County of Broward, State of Florida, as its agent  
to accept service of process within this state.

## OFFICERS:

NAME/TITLESPECIFIC ADDRESS

Michael A. Shiff  
President/Director

1103 East Las Olas Boulevard  
Suite 200  
Fort Lauderdale, FL 33301

Justen D. Shiff  
Vice President/Director

1103 East Las Olas Boulevard  
Suite 200  
Fort Lauderdale, FL 33301

DIRECTORSSPECIFIC ADDRESS

Michael A. Shiff  
President/Director

1103 East Las Olas Boulevard  
Suite 200  
Fort Lauderdale, FL 33301

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Justen D. Shiff  
Vice President/Director

1103 East Las Olas Boulevard  
Suite 200  
Fort Lauderdale, FL 33301

By: 

Richard G. Coker, Jr.  
(Incorporator)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during the prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

By: 

Richard G. Coker, Jr.  
(Resident Agent)

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