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ACCOUNT NO. : 072100000032
REFERENCE : 732919 126795A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 9, 1998
ORDER TIME : 10:11 AM
ORDER NO. : 732919-005
CUSTOMER NO: 126795A

CUSTOMER: Evan R. Marbin, Esq
EVAN R. MARBIN & ASSOCIATES,
P.A.
Penthouse 104
48 East Flagler Street
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 1:35

DOMESTIC FILING

NAME: ALF DEVELOPERS II, INC.

000002450360--9
-03/09/98--01041--017
****122.50 ****122.50

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: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 MAR 5-9 AM 11:23
DEPT. OF STATE
DIVISION OF CORPORATIONS
MAIL ROOM

ARTICLES OF INCORPORATION
OF
ALF DEVELOPERS II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I
NAME

The name of this corporation is ALF DEVELOPERS II, INC.

ARTICLE II
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue a total of 1,000 shares of common stock, par value \$1.00 per share, of which 800 shares shall be Class A voting common stock and 200 shares will be Class B non-voting common stock.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of voting common stock owned. That a voting common stockholder is interested in a manner to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.
- (c) With the exception of voting rights, each share of common stock shall have the same characteristics regardless of class.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V
ADDRESS OF CORPORATION**

The street address of the principal office of the corporation is 2999 N.E. 191st Street, Suite 600, Miami, Florida 33180. The Board of Directors may, from time to time, change the location of its principal office.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the registered office of this corporation is 48 East Flagler Street, PH-104, Miami, Florida 33131, and the name of the registered agent of this corporation is Evan R. Marbin, Esq.

**ARTICLE VII
BOARD OF DIRECTORS**

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the director of this corporation is:

Lorraine Tinsky
2999 N.E. 191st Street
Suite 600
Miami, Florida 33180

**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

**ARTICLE IX
CLASS VOTE**

Any merger, reorganization, consolidation, recapitalization or dissolution of the corporation shall require the approval of holders of a majority of the shares of voting common stock.

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these Articles is: Evan R. Marbin, Esq., 48 East Flagler Street, Penthouse 104, Miami, Florida 33131.

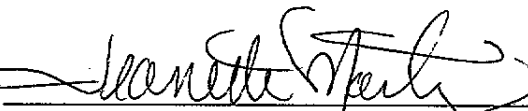
IN WITNESS WHEREOF, the undersigned and registered agent has executed these Articles of Incorporation as of March 6, 1998.

BY: 
EVAN R. MARBIN, ESQ., Incorporator

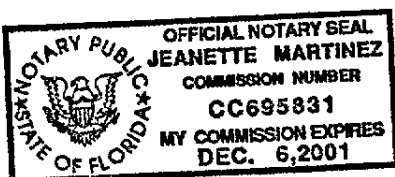
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Evan R. Marbin, Esq., personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on the 6 day of March, 1998.

BY: 
Notary Public, State of Florida

My Commissions Expires:



ACCEPTANCE OF REGISTERED AGENT

FILED
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DIVISION OF CORPORATIONS
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Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325 Florida Statutes.

BY: 
EVAN R. MARBIN, ESQ., Registered Agent