

P98000025614

LARISE REALTY GROUP, INC.

2200 WEST COMMERCIAL BOULEVARD

SUITE 201-A

FORT LAUDERDALE, FLORIDA 33309

954-486-3500

March 16, 1998

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-03/17/98--01069--020

****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida

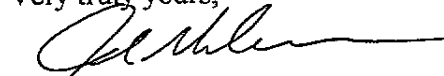
RE: Articles of Incorporation
LARISE WACO GP, INC.

Gentlemen:

Enclosed herewith are two (2) executed copies of the Articles of Incorporation of
LARISE WACO GP, INC., along with a check in the amount of \$122.50.

Please return the certified copy to my attention.

Very truly yours,



Rod Nalven

RN/cvb

Enclosures

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98 MAR 17 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/19/98 em

**ARTICLES OF INCORPORATION
OF
LARISE WACO GP, INC.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **LARISE WACO GP, INC.** and its address is Suite 201-A, 2200 West Commercial Boulevard, Fort Lauderdale, Florida 33309.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have no par value.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is Suite 201-A, 2200 West Commercial Boulevard, Fort Lauderdale, Florida 33309 and the name of its initial registered agent at such address is Mark Fried.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Mark Fried
2200 West Commercial Boulevard Suite 201-A
Fort Lauderdale, Florida 33309

ARTICLE VII

Officers

The officers constituting the officers of the corporation shall be determined in accordance with the By-Laws, but shall not be less than a president and a secretary. The officers are:

MARK FRIED
2200 West Commercial Boulevard Suite 201-A
Fort Lauderdale, Florida 33309

ARTICLE VIII

Incorporator

MARK FRIED
2200 West Commercial Boulevard Suite 201-A
Fort Lauderdale, Florida 33309

ARTICLE IX

Indemnification

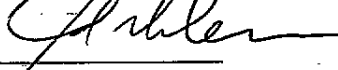
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him or her in connection with or arising out of any action suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 13th day of March, 1998.


Mark Fried

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, personally appeared Mark Fried to me well known to be the person described herein who produced a Florida Driver's license as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He did not take an oath.


My Commission expires: 9-14-98 
Notary Public
State of Florida



RODDY MARC NALVEN
My Commission CC407158
Expires Sep. 14, 1998
Bonded by HAI
800-422-1555

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in and foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Mark Fried

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98 MAR 17 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA