

P98000030540



ACCOUNT NO. : 072100000032

REFERENCE : 766285 4303929

AUTHORIZATION :

Patricia Papp

COST LIMIT : \$ 122.50

ORDER DATE : April 2, 1998

ORDER TIME : 10:54 AM

ORDER NO. : 766285-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: ODP GENPAR, INC.

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:

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cg 4/2/98

ARTICLES OF INCORPORATION

OF

ODP GENPAR, INC.

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ARTICLE I

The name of the corporation is ODP GENPAR, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 3195 North Powerline Road, Suite 104, City of Pompano Beach, County of Broward, State of Florida 33069, and the name of its initial registered agent at such office is Scott F. Brenner.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are four, and the names and addresses of the

members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Scott F. Brenner
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Marc A. Kopelman
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Brian Horowitz
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Hyman B. Horowitz
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

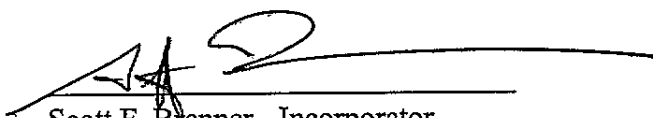
ARTICLE VII

The name of the Incorporator is Scott F. Brenner and the address of the Incorporator is 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

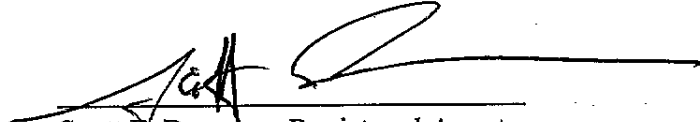
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 31st day of March, 1998.



Scott F. Brenner - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ODP GENPAR, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Scott F. Brenner - Registered Agent

Dated: March 31, 1998

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