

P98000032603



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 773651 83930A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 8, 1998

ORDER TIME : 1:37 PM

ORDER NO. : 773651-005

CUSTOMER NO: 83930A

CUSTOMER: Sibley Tedder, Legal Asst
FRAZIER HOTTE & ASSOCIATES, PA

Suite 826
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 AM 9:29

DOMESTIC FILING

NAME: BAYSHORE PEMBROKE, INC.

100002483051--4

-04/08/98--01098--003
****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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
98 APR -8 2:36
DIVISION OF CORPORATIONS
4/9/98

EFFECTIVE DATE

4/7/98

ARTICLES OF INCORPORATION

OF

BAYSHORE PEMBROKE, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAYSHORE PEMBROKE, INC.

The address of the principal office of this corporation shall be 3701 Galt Ocean Drive, Fort Lauderdale, Florida 33308 and the mailing address shall be the same.

ARTICLE II. PURPOSE - NATURE OF BUSINESS

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as managing member of a limited liability company (the "Limited Liability Company") whose purpose is to own and operate certain parcels of real property, together with all improvements located thereon, in the City of Pembroke Pines, County of Broward, State of Florida (the "Property") and own, hold sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the said property. The corporation shall exercise all powers enumerated in the By-Laws of Bayshore Pembroke, Inc., necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this Corporation at this address is Robert W. Frazier, Jr., Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation shall be effective as of the 7th day of April, 1998 and it is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three directors, initially, The name and street address of the initial member of the Board of Directors is:

Randall Kella
c/o Southern Centers
3701 Galt Ocean Drive
Fort Lauderdale, Florida 33308

Kevin Buckley
c/o Southern Centers
3701 Galt Ocean Drive
Fort Lauderdale, Florida 33308

Jennifer Hershon
c/o Southern Centers
3701 Galt Ocean Drive
Fort Lauderdale, Florida 33308

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

Randall Kella President
c/o Southern Centers
3701 Galt Ocean Drive
Fort Lauderdale, Florida 33308

Jennifer Hershon Vice President
c/o Southern Centers
3701 Galt Ocean Drive
Fort Lauderdale, Florida 33308

Kevin Buckley Secretary/Treasurer
c/o Southern Centers
3701 Galt Ocean Drive
Fort Lauderdale, Florida 33308

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Randall Kella
3701 Galt Ocean Drive
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 7th day of April, 1998.



RANDALL KELLA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, ROBERT W. FRAZIER, JR., ESQUIRE, having a place of business at 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



ROBERT W. FRAZIER, JR.

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