PANDOS 35/66, FILING COVER SHEET

| REFERENCE: | 0174.2198 |
|-----------------------|--|
| DATE: | 4-16-98 |
| CONTACT: | CINDY HICKS |
| FROM: | CORPORATE & CRIMINAL RESEARCH SERVERS |
| Right | TALLAHASSEE, FL 32301 |
| тегерномы | 222-1173 |
| SUBJECT! | Solthpointe Shopping |
| S. J. | Center Partners, Inc. |
| STATE FEES PREPAID W | THI CHECK # <u>2332</u> FOR \$ <u>122.50</u> |
| PLEASE FILE: | 600024906863 -04/16/9801060016 ****122.50 ****122.50 |
| (A) ARTICLES OF INC. | () AMENDMENT () DISSOLUTION |
| () ANNUAL REPORT | () MERGER () WITHDRAWAL |
| () QUALIFICATION | () LIMITED PARTNERSHIP () ANNUAL REPORT |
| () FICTITIOUS NAME | () LIMITED LIABILITY () REINSTATEMENT |
| () TRADEMARK/SERVICE | () UCC-1 () UCC-3 |
| PROVIDE US WITH: | CONCERTIFICATE OF STATUS () STAMPED CONT |
| CERTIFIED COPY HOLL | ANTERIOR SECTION OF THE PROPERTY OF THE PROPER |
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 16, 1998

CINDY HICKS CORPORATE & CRIMINAL RESEARCH 103 N. MERIDIAN ST TALLAHASSEE, FL 32301

SUBJECT: SOUTHPOINTE SHOPPING CENTER PARTNERS, INC.

Ref. Number: W98000008570

We have received your document for SOUTHPOINTE SHOPPING CENTER PARTNERS, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 598A00020534

ARTICLES OF INCORPORATION

OF

SOUTHPOINTE SHOPPING CENTER PARTNERS, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

SOUTHPOINTE SHOPPING CENTER PARTNERS, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 5400 Ocean Boulevard, Unit 93, Sarasota, Florida 34242.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 240 S. Pineapple Avenue, Tenth Floor, Sarasota, Florida 34236 and the registered agent at such office is Jeffrey S. Russell.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Mohammad Shaygan 5400 Ocean Boulevard

Unit 93

Sarasota, FL 34242

Ali Shaygan 5400 Ocean Boulevard

Unit 93

Sarasota, FL 34242

Afsaneh Shaygan 5400 Ocean Boulevard

Unit 93

Sarasota, FL 34242

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors,

proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

MChammad Shaygan

5400 Ocean Boulevard

Unit 93

Sarasota, FL 34242

Ali Shaygan

5400 Ocean Boulevard

Unit 93

Sarasota, FL 34242

Afsaneh Shaygan

5400 Ocean Boulevard

Unit 93

Sarasota, FL 34242

The undersigned has executed these Articles this ______ day of ______, 1998.

Mchammad Shaygan

Ali Shaygan

yfsaneh Shaygan

"INCORPORATORS"

REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for SOUTHPOINTE SHOPPING CENTER PARTNERS, INC. at the place #271222.1

designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

<u>4/9/98</u>

Jeffrey S*C R*ussell Registered Agent

98 APR 16 PH 12: 04