

P98000038819



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 799888 4306827

AUTHORIZATION :

*Patricia P. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : April 29, 1998

ORDER TIME : 12:05 PM

ORDER NO. : 799888-015

CUSTOMER NO: 4306827

CUSTOMER: Ms. Judy Hoodiman  
ABRAMS ANTON ROBBINS RESNICK &  
SCHNEIDER  
2021 Tyler Street

Hollywood, FL 33022

400002505364--2

DOMESTIC FILING

NAME: JAMES & COMPANY AT HOLLYWOOD  
RESERVATION, 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: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 29 PM 1:56

RECEIVED  
98 APR 29 PM 1:04  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
**JAMES & COMPANY AT HOLLYWOOD RESERVATION, INC.**

FILED  
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DIVISION OF CORPORATIONS  
98 APR 29 PM 1:56

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

1. NAME. The name of this corporation and the mailing address of the corporation are: **JAMES & COMPANY AT HOLLYWOOD RESERVATION, INC., 600 Corporate Drive, Suite 510, Fort Lauderdale, FL 33334.**

2. PURPOSE. The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

3. CAPITAL STOCK. This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

4. DURATION. This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

5. INITIAL BUSINESS OFFICE AND REGISTERED AGENT. The mailing address of the initial business office of this corporation is 600 Corporate Drive, Suite 510, Fort Lauderdale, Florida 33334, and the name of the initial registered agent of this corporation is DAVID WEISMAN whose address is 2021 Tyler Street, Hollywood, Florida 33020.

6. INITIAL BOARD OF DIRECTORS AND OFFICERS. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished

from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this corporation are: **James F. Antonucci, 600 Corporate Drive, Suite 510, Fort Lauderdale, Florida 33334**. The initial officers of the corporation will be:

President - James F. Antonucci  
Secretary - James F. Antonucci

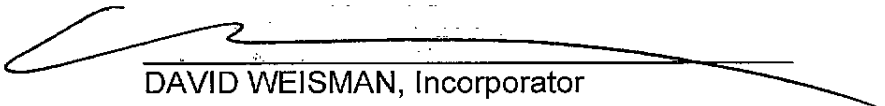
8. INCORPORATOR. The names and addresses of the person signing these Articles are: **David Weisman, Esq., c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020**.

9. INDEMNIFICATION. The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

10. BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

11. AMENDMENTS. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation, this 28 day of April, 1998.

  
DAVID WEISMAN, Incorporator

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That JAMES & COMPANY AT HOLLYWOOD RESERVATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named **DAVID WEISMAN** whose address is 2021 Tyler Street, Hollywood, Florida 33020 as its agent to accept service of process within this State.

ACKNOWLEDGMENT OF DESIGNATED AGENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



DAVID WEISMAN

DW:dd/297237

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98 APR 29 PM 1:56