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P 98000042787

May 7, 1998

EFFECTIVE DATE
4-30-98

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500002517495--9
-05/08/98--01096--001
*******70.00 *****70.00**

Re: Fillmore Property Company

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find our check in the amount of \$70.00 which covers the following:

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Kindly file same and return the copy to me marked "filed."

Thank you for your cooperation in this matter.

Very truly yours,

Susan L. Priess

Susan L. Priess, CLA
Certified Legal Assistant

FILED
98 MAY -8 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

598 26258

Enclosures

F. CHESSE

MAY 12 1998

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE
4-30-98

FILLMORE PROPERTY COMPANY

FILED
MAY - 8 AM 8:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned subscriber and incorporator, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be FILLMORE PROPERTY COMPANY, located at c/o William R. Boose III, Esq., 515 North Flagler Drive, Suite 1900, West Palm Beach, Florida 33401.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws

of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 1900, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is William R. Boose III, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

George T. Elmore
2350 South Congress Avenue
Delray Beach, FL 33445

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

George T. Elmore
2350 South Congress Avenue
Delray Beach, FL 33445

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.


IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 30 day of April, 1998.



GEORGE T. ELMORE
Subscriber/Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



WILLIAM R. BOOSE III

FILED
98 MAY -8 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA