

P 98000062720

Attorneys' Title

Requestor's Name

660 E Jefferson St

Address

Tallahassee

City/State/Zip

222-2785

Phone #

FILED

98 JUL 16 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. ^{Commercial} FLA Properties Inc (Corporation Name) (Document #) 7-13-98 (Effective Date)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

DIVISION OF CORPORATION
98 JUL 11 PM 12:20

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

400002588684--3
-07/14/98--01075--014
****70.00 ****70.00

JUL 16 1998

Handwritten signatures and initials:
wgs 16081
wgs 15965

7

AUTHORIZATION BY PHONE TO

CORRECT add incorporation

DATE address - p 4

DOC. #/AM. PH

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1998

ATTORNEYS' TITLE INSURANCE FUND, INC.
660 E JEFFERSON ST
TALLAHASSEE, FL

SUBJECT: FLA PROPERTIES, INC.
Ref. Number: W98000015965

COMMERCIAL

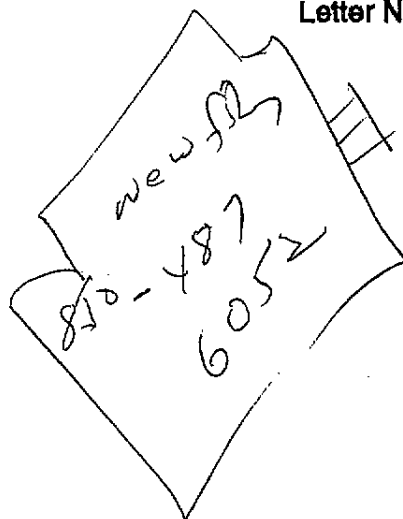
We have received your document for FLA PROPERTIES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 198A00037468



ARTICLES OF INCORPORATION
OF
FLA COMMERCIAL PROPERTIES, INC.

FILED
98 JUL 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

EFFECTIVE DATE

7-13-98

The name of the corporation is FLA COMMERCIAL PROPERTIES, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 South Australian Avenue, Suite 800, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Drennen L. Whitmire, Jr. The principal office of this corporation and the mailing address of this corporation is 9040 Belvedere Road, West Palm Beach, Florida 33411.

Article VI

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Frank Poma | 9040 Belvedere Road West Palm Beach, FL 33411 |
| Albert T. Purino | 9040 Belvedere Road West Palm Beach, FL 33411 |
| Lee Richards | 9040 Belvedere Road West Palm Beach, FL 33411 |

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters

referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

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 shareholder(s) is subject to this reservation.

Article XI

Bylaws

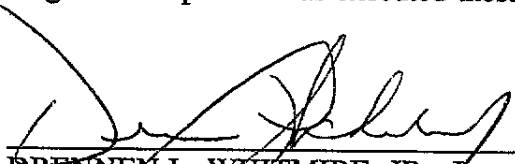
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be July 13, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1998.


DRENNEN L. WHITMIRE, JR., Incorporator
500 South Australian Ave, Suite 800
West Palm Beach, FL 33401

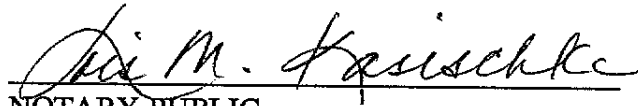
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of July, 1998 by DRENNEN L. WHITMIRE, JR., who is personally known to me and did not take an oath.



Lois M Kasischke
My Commission CG603100
Expires December 27, 2000


NOTARY PUBLIC
Printed Name of Notary: _____
Commission No.: _____
Commission Expiration: _____

(NOTARIAL SEAL)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.050, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FLA COMMERCIAL PROPERTIES, INC.
2. The name and address of the registered agent and office is:

Drennen L. Whitmire, Jr.
(NAME)

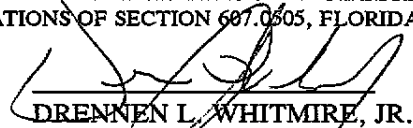
500 South Australian Avenue, Suite 800
(STREET ADDRESS)

West Palm Beach, Florida 33401
(CITY/STATE/ZIP)


DRENNEN L. WHITMIRE, JR.
TITLE Incorporator

DATE July 15, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


DRENNEN L. WHITMIRE, JR.

DATE July 15, 1998

flaprop.art

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TALLAHASSEE, FLORIDA