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FLORIDA DIVISION OF CORPORATIONS

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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: AMERICAN PALM BEACH LAND, INC.

AUDIT NUMBER.....H98000013620

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 2

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**ARTICLES OF INCORPORATION OF  
AMERICAN PALM BEACH LAND, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is AMERICAN PALM BEACH LAND, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

115 N.W. 167th Street  
Suite 300  
Miami, Florida 33169.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

115 N.W. 167th Street  
Suite 300  
Miami, Florida 33169;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Granvil Tracy	115 N.W. 167th Street Miami, Florida 33169.

**ARTICLE VI - COMMENCEMENT**

This corporation shall commence as of 12:01 a.m. on July 20, 1998.

This instrument prepared by:  
Martin A. Schwartz, Esq.  
Florida Bar No. 319279  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Address

Granvil Tracy

115 N.W. 167th Street  
Suite 300  
Miami, Florida 33169.

**ARTICLE VIII - BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE IX - INDEMNIFICATION**

This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 20th day of July, 1998.

  
\_\_\_\_\_  
Granvil Tracy, Incorporator and  
Registered Agent

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TALLAHASSEE, FLORIDA

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