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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BELMAN PROPERTIES, INC.

AUDIT NUMBER.....H98000014159

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

CERT. OF STATUS...0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

BELMAN PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the corporation is BELMAN PROPERTIES, INC..

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

BELMAN PROPERTIES, INC.
100 S. Biscayne Blvd.
Suite 800
Miami, FL 33131

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 S. Biscayne Blvd., Suite 800, Miami, FL 33131 and the name of the registered agent of this corporation is J. T. Haley.

ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

This instrument prepared by:

-1-

J. T. Haley, Esquire
100 S. Biscayne Blvd.,
Suite 800
Miami, FL 33131
FBN: 131633

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ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one 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. The names and addresses of the initial directors and officers of this corporation are:

President and Secretary: Sidney Gimbel
 10155 Collins Avenue
 PH-7
 Bal Harbor, FL 33154

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

J. T. Haley
100 S. Biscayne Blvd.
Suite 800
Miami, FL 33131

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X- POWERS

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

ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any former officer or director, to the full extent permitted by law.

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ARTICLE XII- 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 29 day of July, 1998.



STATE OF FLORIDA
SS
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, J. T. HALEY to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 29 day of July, 1998.


Notary Public, State of Florida
Printed Name:

My commission expires:

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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, BELMAN PROPERTIES, INC., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named J. T. Haley, 100 S. Biscayne Blvd., Suite 800, Miami, FL 33131 as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent


J. T. HALEY

This instrument prepared by:

J. T. Haley, Esquire
100 S. Biscayne Blvd.,
Suite 800
Miami, FL 33131
FBN: 131633

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