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\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

‡ MEMBER OF D.C. BAR  
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† MEMBER OF OHIO BAR

O BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Hollywood

FILE NO.:

IRSI-0001

September 8, 1998

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

Re: INTERSTATE REALTY SERVICES CORP.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for Interstate Realty Services Corp., together with a check in the amount of \$122.50. Please immediately file the Articles and return a certified copy to the undersigned.

Very truly yours,

Judy Hoodiman,  
Corporate Assistant

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Enclosure

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ARTICLES OF INCORPORATION

OF

INTERSTATE REALTY SERVICES CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

**NAME:** The name of this corporation shall be INTERSTATE REALTY SERVICES CORP.

ARTICLE II

**ADDRESS:** The mailing address and street address of the initial principal office of the corporation shall be 7351 Valencia Drive, Boca Raton, Florida 33433.

ARTICLE III

**NATURE OF BUSINESS:** The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under the laws of the State of Florida.

ARTICLE IV

**CAPITAL STOCK:** This Corporation is authorized to issue one hundred (100) shares of voting Common Stock having a par value of \$1.00 and one hundred (100) shares of non-voting Common Stock having a par value of \$1.00. Both classes of stock shall be equal in all aspects with the exception of voting rights. Each class of stock shall be considered equal as to liquidating dividends. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

**TERM OF EXISTENCE:** This corporation shall have perpetual existence.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT:** The name and street address of the initial registered agent of this corporation shall

be: Del T. Singer, 7351 Valencia Drive, Boca Raton, Florida 33433.

#### ARTICLE VII

**DIRECTORS:** The corporation shall have three (3) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

#### ARTICLE VIII

**INITIAL DIRECTORS:** The names and addresses of the initial Directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Del T. Singer	7351 Valencia Drive Boca Raton, Florida 33433
Joanne R. Singer	7351 Valencia Drive Boca Raton, Florida 33433
Stanley Wasacz	7351 Valencia Drive Boca Raton, Florida 33433
Susan D. Paul	7351 Valencia Drive Boca Raton, Florida 33433
Douglas E. Singer	7351 Valencia Drive Boca Raton, Florida 33433

#### ARTICLE IX

**INCORPORATOR:** The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Del T. Singer	7351 Valencia Drive Boca Raton, Florida 33433

#### ARTICLE X

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was

a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by Florida law the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE XI

**PREEMPTIVE RIGHTS:** The corporation provides each of its shareholders with all preemptive rights provided by Florida law.


#### ARTICLE XII

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

#### ARTICLE XIII

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 27<sup>th</sup> day of August, 1998..

  
\_\_\_\_\_  
DEL T. SINGER

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for INTERSTATE REALTY SERVICES CORP. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: AUGUST 27, 1998.

Del T. Singer  
DEL T. SINGER

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TALLAHASSEE, FLORIDA