# KATZ HARON QUIJERO FAT & JERMAN DALO

BERNARD ALLEN RICHARD E. BERMAN W. TODD BOYD DAVID S. DROBNER ERICA L. ENGLISH ALEX ESPENKOTTER MARC L. FAUST HOWARD L. FRIEDBERG ROBERT C. GRADY RICHARD B, IVANS MICHAEL D. KATZ MICHAEL I. KEAN ADAM J. LAMB JILL D. LEVY MICHELE L. MCNICHOL ANTHONY H. PELLE NOAH C. POLLACK ALAN D. REESE JOSE R. RIGUERA WILLIAM D. ROHRER JOHN R. SQUITERO WILLIAM R. TRUEBA, JR. DARIN I. ZENOV

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DADE (305) 856-2444 BOCA RATON (954) 781-4720 BROWARD (954) 522-3636 TELECOPIER (305) 285-9227 RONALD M. BARRON (1945-1994)

OF COUNSEL ROGER S. GOLDMAN RICHARD MORTON

#### VIA FEDERAL EXPRESS

November 23, 1998

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

Re:

2300 Ponce Corp.

Our File No. 19093004

Dear Sir or Miss:

Enclosed please find an original and one copy of the Articles of Incorporation for 2300 Ponce Corp., together with our firm's check payable to the Department in the sum of \$78.75. Please file the enclosed and return a Certificate of Incorporation and stamped copy of the Articles to the undersigned in the enclosed mailer.

Should you have any questions, please contact the undersigned directly at (941)348-3620. Thank you for your assistance in this matter.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUS & BERMAN, P.A.

Sue Remme

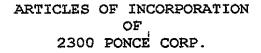
Sue Zimmerman, Paralegal

MOV 24 PH 2:1

/sjz enclosures

cc: Roger S. Goldman, Esq. c:\wp8.0\2300sos







## ARTICLE I NAME

The name of the corporation is 2300 PONCE CORP.. The mailing address of the corporation shall be c/o 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

# ARTICLE II DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

# ARTICLE III PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

#### ARTICLE IV POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

#### ARTICLE V CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

## ARTICLE VI INCORPORATOR

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

MICHAEL D. KATZ, Esq. Katz, Barron, Squitero, Faust & Berman, P.A. 2699 South Bayshore Drive - 7th Floor Miami, Florida 33133

# ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 20 day of November, 1998.

Michael D. KATZ, Incorporator

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 20 day of November, 1998.

CORPCO, INC.

y: MICHAEL D. KATZ, President

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