



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 080545 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pujat*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 28 AM 9:38

ORDER DATE : December 28, 1998

ORDER TIME : 3:46 PM

ORDER NO. : 080545-030

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

700002724217--4

DOMESTIC FILING

NAME: AFTON VILLA RIDGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
98 DEC 28 PM 4:17

*g* 12/29/98

**ARTICLES OF INCORPORATION  
OF  
AFTON VILLA RIDGE, INC.**

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**ARTICLE I**

The name of the corporation is AFTON VILLA RIDGE, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 3400 N.E. 34 Street, Suite 101, Ft. Lauderdale, Florida 33308.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ .01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as

the Corporation's director until successors are duly elected and qualified is:

Sam Richter  
3400 N.E. 34 Street, Suite 101  
Ft. Lauderdale, Florida 33308

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#### ARTICLE VII

The name of the Incorporator is Sam Richter and the address of the Incorporator is 3400 N.E. 34 Street, Suite 101, Ft. Lauderdale, Florida 33308.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15 day of DECEMBER, 1998.

  
\_\_\_\_\_  
Sam Richter, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AFTON VILLA RIDGE, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
\_\_\_\_\_  
Agent for Registered Agent  
**Karen B. Rozar, As Its Agent**

Dated: 12 28, 1998