

P99000021611



ACCOUNT NO. : 072100000032

REFERENCE : 151437 80827A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 1, 1999

ORDER TIME : 12:19 PM

ORDER NO. : 151437-015

CUSTOMER NO: 80827A

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-03/01/99-01106--009
*****78.75 *****78.75

CUSTOMER: Christian B. Felden, Esq
FELDEN & FELDEN
FELDEN & FELDEN
Suite 416 3838 Tamiami Trail N
Gulf Coast National Bank Bldg.
Naples, FL 34103

DOMESTIC FILING

NAME: ~~IMPERIAL 32, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

2544
W99-5084

FILED
STATE
DIVISION OF CORPORATIONS
99 MAR -1 AM 10:53

99 MAR -1 PM 1:35
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

99 MAR -1 AM 10: 53

March 2, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: IMPERIAL 32, INC.
Ref. Number: W99000005084

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MAR 4 1999
DIVISION OF CORPORATIONS

We have received your document for IMPERIAL 32, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 699A00009527

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
CLERK OF CORPORATIONS

99 MAR -1 AM 10:53

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is IMPERIAL 32 MALL, INC.
2. The address of the corporation is 1450 Gulf Coast Drive, Naples, Florida 34110
3. The period of its duration is perpetual.
4. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.
5. The corporation shall have authority to issue seventy-five hundred shares, all of one class, one dollar par value.
6. The address of its initial registered office is Gulf Coast National Bank, 3838 Tamiami Trail North, Suite 416, Naples, Florida and the name of its initial registered agent at said address is Christian B. Felden.
7. The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.
8. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:


Peter J. Drinkwater, 1450 Gulf Coast Drive, Naples, Florida 34110 and
Simon B. Vainer, 2436 Orchid Bay Drive, Suite 201, Naples, Florida 34109
9. The names and addresses of the initial incorporators are as follows:

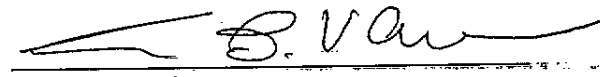
Peter J. Drinkwater, 1450 Gulf Coast Drive, Naples, Florida 34110 and
Simon B. Vainer, 2436 Orchid Bay Drive, Suite 201, Naples, Florida 34109
10. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than

a majority vote of the common stock...

11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Naples, Collier County, Florida on the 19th day of February, 1999.


Peter J. Drinkwater
Incorporator


Simon B. Vainer
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

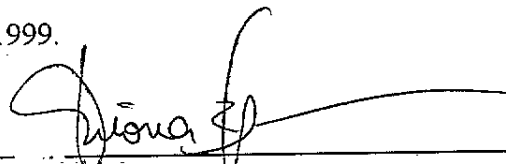
BEFORE ME, the undersigned authority personally appeared Peter J. Drinkwater and Simon B. Vainer, who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 19th day of February, 1999.

Simon B. Vainer:

Peter Drinkwater:

Type of Identification Provided
or personally known



NOTARY PUBLIC

Type Name: VICTORIA E. FELDEN

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

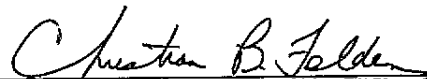
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Peter J. Drinkwater, President of Imperial 32 Mall, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Christian B. Felden, Gulf Coast National Bank Building, 3838 Tamiami Trail North, Suite 416, Naples, Florida 34103, as its agent to accept Service of Process within Florida.



Peter J. Drinkwater
President

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Christian B. Felden
Registered Agent

DATED this 19th day of February, 1999.

99 MAR -1 AM 10:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS