

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Fisher Island Realty Sales (S. Florida), Inc.

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**ARTICLES OF INCORPORATION
OF
FISHER ISLAND REALTY SALES (S. FLORIDA), INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **FISHER ISLAND REALTY SALES (S. FLORIDA), INC.**, (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 676 N. Michigan Avenue, Suite 3900, Chicago, IL 60601.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares, ONE CENT (\$0.01) par value per share, of common stock.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131. The name of the Corporation's initial registered agent at that office is. American Information Services, Inc.

Prepared by:
Andrew M. Smulian, Esq.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 829791

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**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is Andrew M. Smulian, One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

**ARTICLE VI
INITIAL DIRECTORS**

The names and street addresses of the individuals who are to serve as the initial directors of the Corporation are:

JOHN MELK
676 N. Michigan Avenue
Suite 3900
Chicago, IL 60601

DANIEL E. MCLEAN
455 East Illinois
Suite 565
Chicago, IL 60611

DAN MELK
1211 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of March, 1999.



ANDREW M. SMULIAN, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of **FISHER ISLAND REALTY SALES (S. FLORIDA), INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16th day of March, 1999.

American Information Services, Inc.

By: Mary Lee Liggett
Name: Mary Lee Liggett
Title: Vice President

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