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OF COUNSEL:  
ROBERT C. BIEGEN  
LAWRENCE EVANS  
JAMES NEAL HUTCHINSON, JR.

May 19, 1999

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

700002882707--2  
-05/21/99-01087-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: SKY REAL ESTATE HOLDINGS, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for SKY REAL ESTATE HOLDINGS, INC. Also, enclosed please find our check in the amount of SEVENTY EIGHT AND 75/100 DOLLARS (\$78.75) made payable to the Secretary of State for filing fees of the above mentioned corporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/bac  
enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 MAY 20 AM 10:41

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

SKY REAL ESTATE HOLDINGS, INC.

ARTICLE I

The name of the corporation is: SKY REAL ESTATE HOLDINGS, INC.  
The mailing address of the corporation is: 1602 Alton Road, Suite  
PMB541, Miami Beach, Florida 33139.

ARTICLE II

The duration of the corporation shall be perpetual. The date  
and time of the commencement of the corporate existence of the  
corporation shall be upon filing these Articles of Incorporation  
with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be  
transacted, promoted or carried on by the corporation are to engage  
in any lawful act, activity or business for which corporations may  
be organized under the laws of the United States of America and of  
the State of Florida. Additionally, this corporation shall have  
all of the powers vested in a corporation organized under and  
existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is  
authorized to issue and have outstanding at any time is 100,000  
common shares. Such 100,000 common shares shall consist of one  
class only having a par value of \$.01 per share.

#### ARTICLE V

The street address of the initial registered office of the corporation is 1602 Alton Road, Suite PMB541, Miami Beach, Florida 33139. The name of the corporation's initial registered agent at said address is JOHN A. YOUNG.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

JOHN A. YOUNG  
1602 Alton Road  
Suite PMB541  
Miami Beach, FL 33139

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

#### ARTICLE VII

The name and street address of the incorporator is:

JOHN A. YOUNG  
1602 Alton Road  
Suite PMB541  
Miami Beach, FL 33139

#### ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors,

officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

#### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida this 19<sup>th</sup> day of May, 1999.

x John A. Young  
JOHN A. YOUNG, Incorporator and  
Registered Agent

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 19<sup>th</sup> day of May, 1999, JOHN A. YOUNG, Incorporator and Registered Agent, personally known to me.

David M. Glassberg  
Notary Public, State of Florida

My Commission Expires:



David M. Glassberg  
MY COMMISSION # CC770028 EXPIRES  
December 25, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

#### ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for SKY REAL ESTATE HOLDINGS, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 19<sup>th</sup> day of May, 1999.

x John A. Young  
JOHN A. YOUNG, Registered Agent

SECRETARY  
TALLAHASSEE, FLORIDA

1999 MAY 20 AM 10:42

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