

Division of Corporations

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Florida Department of State
 Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

ACP CYPRESS 2150 CORP

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ACP CYPRESS 2150 CORP.**

The undersigned, acting as incorporator of **ACP CYPRESS 2150 CORP.**, pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

ACP CYPRESS 2150 CORP.

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation shall be c/o 701 Brickell Avenue, Suite 3000, Miami, FL 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

Stuart K. Hoffinan, Esq.
FL Bar No. 0186851
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131
305/374-8500
305/789-7799

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ARTICLE IV. PURPOSE

The corporation is organized solely to serve as a manager of ACP CYPRESS 2150 LLC (the "Company").

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Stuart K. Hoffman
701 Brickell Avenue
Suite 3000
Miami, FL 33131

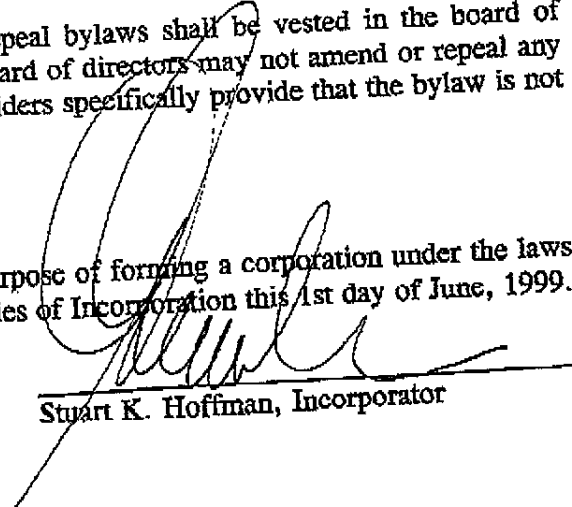
The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of June, 1999.


Stuart K. Hoffman, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ACP CYPRESS 2150 CORP., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, State of Florida, has named Intrastate Registered Agent Corporation, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 

Name: Steve Hagen

Title: Vice President

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