

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

FLORIDA PROFIT CORPORATION OR P.A.

Pointe West Commerce II, Inc.

Certificate of Status	2
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**ARTICLES OF INCORPORATION  
OF  
POINTE WEST COMMERCE II, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is POINTE WEST COMMERCE II, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1166 West Newport Center Drive, Suite 118, Deerfield, Florida 33442.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Richard E. Schatz, Fla Bar No. 946214  
Stearns Weaver Miller et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
Telephone: 305-789-3200/Fax: 305-789-3395

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**ARTICLE IV - INITIAL REGISTERED**

**OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Malcolm Butters	1166 West Newport Center Drive Suite 118 Deerfield, Florida 33442

**ARTICLE V - COMMENCEMENT**

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE VI - INITIAL**

**BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Malcolm Butters	1166 West Newport Center Drive Suite 118 Deerfield, Florida 33442
Mark Butters	1166 West Newport Center Drive Suite 118 Deerfield, Florida 33442

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**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Malcolm Butters	1166 West Newport Center Drive Suite 118 Deerfield, Florida 33442

**ARTICLE VIII - BYLAWS**

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

**ARTICLE IX - INDEMNIFICATION**

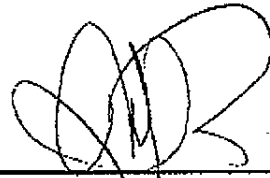
The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

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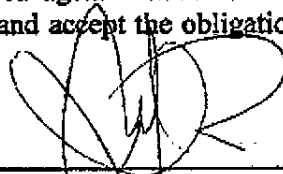
IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 28 day of July, 1999.



Malcolm Butters, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of Section  
607.0501 of the Florida Statutes.



Malcolm Butters, Registered Agent

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