

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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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.

PHG Pointe, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
PHG-POINTE, INC.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PHG-Pointe, Inc.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore, Suite 202, Miami, Florida 33133.

ARTICLE II - PURPOSE

The Corporation is organized for the sole purpose of (a) acquiring, owning, holding, transferring, pledging, assigning, selling, acting as a general partner and otherwise dealing with a general partnership interest in Pinnacle Pointe, Ltd., a Florida limited partnership; and (b) transacting any and all lawful business which are incident, necessary and appropriate to the foregoing.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (1,000) shares of common stock, all of which are to have a par value of Ten Dollars (\$10.00) 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.

Filed by:
Patricia K. Green, Fla. Bar No. 0813930
Stearns Weaver Miller, et al
150 W. Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395

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:

Name

Address

Patricia K. Green

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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 four 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:

Name

Address

Louis Wolfson III

2665 South Bayshore Drive
Suite 202
Miami, FL 33133

Michael D. Wohl

2665 South Bayshore Drive
Suite 202
Miami, FL 33133

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David O. Deutch

2665 South Bayshore Drive
Suite 202
Miami, FL 33133

Mitchell Friedman

2665 South Bayshore Drive
Suite 202
Miami, FL 33133

ARTICLE VII - INCORPORATOR

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

Name

Address

Patricia K. Green

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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.

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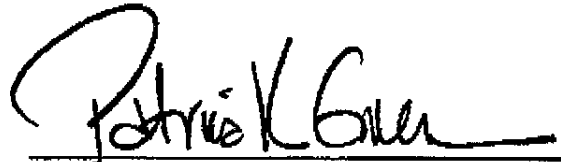
ARTICLE X - AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

29 day of November, 1999.



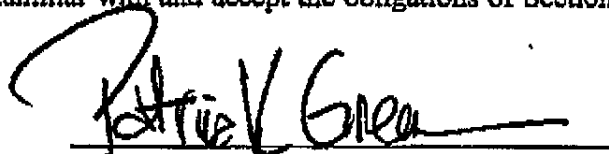
Patricia K. Green, Incorporator

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.



Patricia K. Green, Registered Agent

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