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**FLORIDA DIVISION OF CORPORATIONS  
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**TO: DIVISION OF CORPORATIONS**

**FAX #: (850)922-4001**

**FROM: STEARNS WEAVER MILLER, ET AL.  
CONTACT: BARBARA A BEALL  
PHONE: (305)789-3200**

**ACCT#: 076077002504**

**FAX #: (305)789-3395**

**NAME: SOCRATES REALTY, INC.**

**AUDIT NUMBER.....H98000011854**

**DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.**

**CERT. OF STATUS..0**

**PAGES..... 4**

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DEPARTMENT OF STATE  
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98 JUN 25 AM 8:53

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JUN 26 1998

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98 JUN 25 AM 8:53  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
SOCRATES REALTY, INC.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **SOCRATES REALTY, INC.**. The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Florida, 33130.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in, conducting and transaction any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00), currency of the United States of America, per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property or benefit to this corporation, which shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Owen S. Freed, Esq.  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, 2200  
Miami, FL 33130

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**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

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

<u>Name</u>	<u>Address</u>
Owen S. Freed	Suite 2200 150 West Flagler Street Miami, FL. 33130

**ARTICLE VI - COMMENCEMENT**

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

**ARTICLE VII - INITIAL**

**BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
OWEN S. FREED	550 Puerta Avenue Coral Gables, Florida 33143

**VIII ARTICLE - OFFICERS**

This corporation shall initially have a President and a Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	OWEN S. FREED
Secretary:	N. YVONNE MIRANDA

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Owen S. Freed, Esq.  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, 2200  
Miami, Florida 33130

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**IX ARTICLE - INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
OWEN S. FREED	550 Puerta Avenue Coral Gables, Florida 33143

**ARTICLE X - BYLAWS**

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

**ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

**ARTICLE XII - AMENDMENT**

This 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 this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of June, 1998.

  
 \_\_\_\_\_  
 N. YVONNE MIRANDA  
 Incorporator

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Owen S. Freed, Esq.  
Stearns Weaver Millier Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, 2200  
Miami, Florida 33130

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

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

  
N. YVONNE MIRANDA  
Registered Agent

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Owen S. Freed, Esq.  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, 2200  
Miami, Florida 33130

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