

#961258-TC

Please place in  
the Docket File!  
Thank!

I certify that the attached is a true and correct copy of the Articles of Incorporation of SWIRE BRICKELL ONE INC, a corporation organized under the Laws of the State of Florida, filed on April 29, 1985, as shown by the records of this office.

The charter number of this corporation is H54201.

- ACK \_\_\_\_\_
- AFA \_\_\_\_\_
- APP \_\_\_\_\_
- CAF \_\_\_\_\_
- CMU \_\_\_\_\_
- CTR \_\_\_\_\_
- EAG \_\_\_\_\_
- LEG \_\_\_\_\_
- LIN \_\_\_\_\_
- OPC \_\_\_\_\_
- RCH \_\_\_\_\_
- SEC   1
- WAS \_\_\_\_\_
- OTH \_\_\_\_\_

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
29th day of April, 1985.

George Firestone  
Secretary of State

IR-101

DOCUMENT NUMBER-DATE

11346 OCT 24 85

FPSC-RECORDS/REPORTING

ARTICLES OF INCORPORATION  
OF  
SWIRE BRICKELL ONE INC

FILED  
APR 29 9 19 AM '05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SWIRE BRICKELL ONE INC, and the initial address of this corporation shall be 777 Brickell Avenue, Suite 902, Miami, Florida 33131.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 777 Brickell Avenue, Suite 902, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Gregg E. Toland.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

F. Alan Fosler  
777 Brickell Avenue, Suite 902  
Miami, Florida 33131

Charles E. Juengling  
777 Brickell Avenue, Suite 902  
Miami, Florida 33131

Steven L. Owens  
777 Brickell Avenue, Suite 902  
Miami, Florida 33131

Gregg E. Toland  
777 Brickell Avenue, Suite 902  
Miami, Florida 33131

ARTICLE VIII

The name and address of the Incorporator is Matthew B. Gorson, 1401 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of

this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

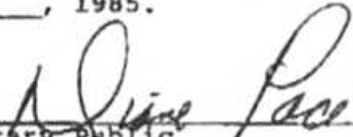
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25<sup>th</sup> day of April, 1985.

Matthew B. Gorson  
Matthew B. Gorson  
Incorporator

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Matthew B. Gorson, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 25 day of April, 1985.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES ON 12/31/87  
FOR OFFICIAL USE ONLY

FILED

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

APR 24 8 15 AM '85  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

First, That SWIRE BRICKELL ONE INC, desiring to organize under the laws of the State of Florida, has named Gregg E. Toland, 777 Brickell Avenue, Suite 902, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.

*Gregg E. Toland*  
\_\_\_\_\_  
Gregg E. Toland  
Registered Agent

DATED: this 25 day of  
April, 1985.