

P98000019706



ACCOUNT NO. : 072100000032

REFERENCE : 724463 4329904

AUTHORIZATION : *Patricia Puyuk*

COST LIMIT : \$ 122.50

ORDER DATE : March 2, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 724463-005

CUSTOMER NO: 4329904

100002443891--2

CUSTOMER: Ms. Julie A. Luka  
BROAD AND CASSEL

Suite 300  
7777 Glades Road  
Boca Raton, FL 33434

DOMESTIC FILING

NAME: OAKLAND/UNIVERSITY CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith  
EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 1:57

RECEIVED  
98 MAR -2 AM 1:39  
DIVISION OF CORPORATIONS  
8

EFFECTIVE DATE

2/27/98

ARTICLES OF INCORPORATION  
OF  
OAKLAND/UNIVERSITY CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 1:57

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 and initial address of this Corporation shall be: Oakland/University Corp., c/o Rosen Associates Management Corp., 333 Jericho Turnpike, Jericho, New York, 11753, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

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 are as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$.01	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 this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the execution 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 is 1201 Hays Street, Tallahassee, Florida 32301. The initial registered agent at that address is Corporation Service Company.

ARTICLE VI

The Corporation shall have three (3) director(s) initially. The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her/their successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert A. Rosen	333 Jericho Turnpike Jericho, NY 11753
Florence Rosen	333 Jericho Turnpike Jericho, NY 11753
David S. Rosen	333 Jericho Turnpike Jericho, NY 11753

ARTICLE VII

The name and address of the incorporator is: Richard B. MacFarland, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

ARTICLE VIII

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 IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

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 27th day of February, 1998.

By: 

Richard B. MacFarland, Incorporator

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 1:58

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

First - That OAKLAND/UNIVERSITY CORP., desiring to organize under the laws of the State of Florida, has designated 1201 Hays Street, \_\_\_\_\_ Tallahassee, Florida, 32301, as the place of business for the service of process within this state.

Second -- That the above corporation has named Corporation Service Company as its statutory registered agent.

Having been named the statutory 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.

Dated this 2 day of March, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Name: Karen B. Rozar, As Its Agent

Title: \_\_\_\_\_