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ACCOUNT NO. : 072100000032  
REFERENCE : 006856 7250298  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : February 14, 2001  
ORDER TIME : 9:18 AM  
ORDER NO. : 006856-010  
CUSTOMER NO: 7250298

CUSTOMER: Irwin S. Gars, Esq  
Irwin S. Gars, Esquire  
3225 Aviation Avenue  
Suite 700  
Miami, FL 33133

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-02/15/01--01032--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: ON THE WATERWAY, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133  
EXAMINER'S INITIALS:

FILED  
2001 FEB 15 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 FEB 15 AM 10:43  
DIVISION OF  
INCORPORATION  
ISC

**ARTICLES OF INCORPORATION**  
**OF**  
**ON THE WATERWAY, INC.**

**FILED**

2001 FEB 15 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned does 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 - NAME**

The name of this corporation is: **On The WATERWAY, Inc.**

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V - TERM**

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE VI - INCORPORATOR**

The name and address of the initial incorporator and subscriber hereto is as follows: **Peter Cohen, 5101 Collins Avenue, Apartment #11-T, Miami Beach, Miami-Dade County, Florida 33140.**

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

There shall be at least one (1) member of the Board of Directors of the corporation. The name(s) and address(es) of the party/parties which is/are to serve as Director(s) until the next election is/are as follows:

**Peter Cohen 5101 Collins Avenue, Apt. #11-T, Miami Beach, FL 33140**

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

## **ARTICLE VIII - OFFICERS**

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

**Peter Cohen, President/Secretary 5101 Collins Avenue, Apt. #11-T, Miami Beach, FL 33140**

## **ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS**

The street address for the initial place of business is: **7930 Tatum Waterway, Miami Beach, Miami-Dade County, Florida 33141-1929.**

## **ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and name of the initial Registered Agent of this corporation is **Peter Cohen, 5101 Collins Avenue, Apt. #11-T, Miami Beach, Miami-Dade County, Florida 33140.**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9<sup>th</sup> day of February, 2001.

  
PETER COHEN, SUBSCRIBER


FILED  
2001 FEB 15 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

SS: 261-98-2538

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter Cohen, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9<sup>th</sup> day of February, 2001.

  
LOURNO PERRY, NOTARY PUBLIC, STATE OF FLORIDA  
OFFICIAL NOTARY PUBLIC  
COMMISSION NUMBER  
CC715920  
MY COMMISSION EXPIRES  
FEB. 11, 2002

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: February 9, 2001

  
PETER COHEN, as REGISTERED AGENT