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PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 107930 8437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 3, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 107930

CUSTOMER NO: 8437A

CUSTOMER: Kathy Magyar, Legal Assistant
BAUR MILLER & WEBNER, PA

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***131.25 ***131.25

21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

DOMESTIC FILING

NAME: PENINSULA INVESTMENTS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Dmc 10/3/96

FILED
95 OCT -3 PM 1:19
RECEIVED
96 OCT -3 AM 10:58
TALLAHASSEE, FLORIDA
STATE DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
PENINSULA INVESTMENTS, INC.

FILED
95 OCT -3 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: Peninsula Investments, Inc.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation.

The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The principal office, mailing address, and initial registered office of this corporation shall be located at Baur, Miller & Webner, P.A., 21st Floor, New World Tower, 100 North Biscayne Boulevard, Miami, Florida 33132 and the initial registered agent of this corporation at such office shall be Rebecca M. Miller. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) director, the exact number of directors to be

fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Karl-Heinz Dunkel	c/o Baur, Miller & Webner, P.A. 21st Floor, New World Tower 100 North Biscayne Boulevard Miami, Florida 33132

ARTICLE VIII

Incorporators

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Karin Huget	21st Floor, New World Tower 100 North Biscayne Boulevard Miami, Florida 33132

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Affiliated Transactions

In accordance with the provisions of Florida Statutes Section 607.0901 (5)(a) the provisions of the Florida Business Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Rebecca M. Miller, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 2nd day of October, 1996.


Rebecca M. Miller

FILED
95 OCT -3 PM 11:19
TALLAHASSEE, FLORIDA