

P97000036724

STATE OFFICE  
MONTGOMERY & KENNEY, P.A.  
1 BRICKELL AVENUE  
SUITE 1200  
MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300  
FAX (305) 373-3739

April 21, 1997

1 00002152791--5  
-04/23/97--01115--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: SEABIRD ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed herewith please find two original sets of Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00, to cover the appropriate filing fee.

Thank you for your cooperation on this matter and, if you have any questions, please call.

Sincerely,

*Judith Kenney*  
Judith Kenney

JK\af  
Enclosures

FILED  
97 APR 23 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*JK-af*

FILED  
97 APR 23 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SEABIRD ENTERPRISES, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SEABIRD ENTERPRISES, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$0.10 per share.

**ARTICLE V**

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney, Attorney  
Montello & Kenney, P.A.  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

**ARTICLE VI**

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

James W. Davidson      2601 So. Bayshore Drive, Suite 1147  
Miami, Florida 33133

Deborah C. Davidson    2601 So. Bayshore Drive, Suite 1147  
Miami, Florida 33133

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

**ARTICLE VII**

The name and address of the incorporator of the Corporation  
is:

Judith Kenney  
MONTELLO & KENNEY, P.A.  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

FILED  
97 APR 23 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**

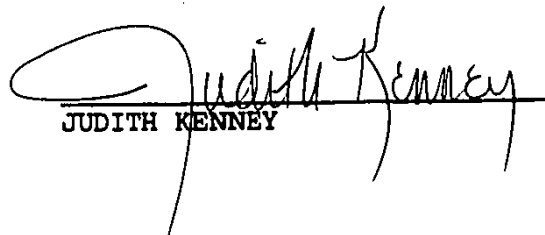
The mailing address of the Corporation's principal office  
shall be:

2601 So. Bayshore Drive, Suite 1147  
Miami, Florida 33133

**ARTICLE IX**

This corporation shall indemnify, and shall advance expenses  
on behalf of, its officers and directors to the fullest extent not  
prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 21st day of April, 1997.

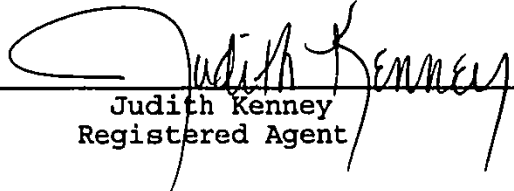
  
JUDITH KENNEY

FILED  
97 APR 23 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SEABIRD ENTERPRISES, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 21st day of April, 1997.

  
Judith Kenney  
Registered Agent

\kenney\david\seabird.art