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October 23, 1998

LAW OFFICES

STEINBERG & YAFFE, P.A.

767 ARTHUR GODFREY ROAD MIAMI BEACH, FLORIDA 33140-3413 MIAMI-DADE (305) 538-2344 BROWARD (954) 462-2344 FAX (305) 538-0419 E-MAIL INBOX@SENATORLAW.COM

PAUL B. STEINBERG*
ROBERT H. YAFFE
RICHARD L. STEINBERG
MORRIS L. STEINBERG (1908-1997)

*ALSO ADMITTED IN WASH., D.C.

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: MIMOSA MARINA, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Mimosa Marina, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty Two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.)

Very truly yours.

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Paul B. Steinberg

PBS/sv Enclosures

PLEASE REPLY TO OUR MIAMI BEACH OFFICE

NEW YORK ASSOCIATED OFFICE 276 FIFTH AVENUE SUITE 604 NEW YORK, N.Y. 10001 (212) 532-0008 BIVISION OF CORPORATIONS

98 OCT 26 AM II: 48

ARTICLES OF INCORPORATION

OF

MIMOSA MARINA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person .

competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. Name

The name of the corporation shall be:

MIMOSA MARINA, INC.

ARTICLE II. Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 par value. The corporation will begin business with \$500.00 (Five Hundred Dollars) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. Principal Place of Business

The street address of the initial principal place of business of the corporation shall be

c/o Steinberg & Yaffe, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140, or such other location as the Board of Directors may designate.

ARTICLE V. Term of Existence

This corporation shall exist perpetually.

ARTICLE VI. Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

ARTICLE VII. Subscriber

The name and street address of the subscriber of this corporation is:

PAUL B. STEINBERG 767 Arthur Godfrey Road Miami Beach, Florida 33140

ARTICLE VIII. Officers

The name and street address of the officers of this corporation is:

NAME/ADDRESS POSITION

HEATHER FORTI 3700 Island Blvd., Apt. 205 Williams Island, Florida 33160 President/Director

ARTICLE VIII. Registered Office & Registered Agent

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is RICHARD L. STEINBERG.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 22 day of October, 1998.

PAUL B. STEINBERG

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared PAUL B. STEINBERG, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this _23 day of October, 1998.

Soraya M. Valdez
Commission # CC 753187
Expires June 21, 2002
BONDED THRU
ATLANTIC BONDING CO. MATCHES

NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for MIMOSA MARINA, INC., and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this <u>2</u> day of October, 1998.

RICHARD L. STEINBERG

Registered_Agent

SECRETARY OF STATE ON VISION OF COAPORATIONS