

TRANSMITTAL LETTER
P98000101612

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/02/98--01096--004
*****87.50 *****87.50

SUBJECT: 571 Oceanview Properties, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

^{87.50}
 \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: YANE F. ZANA
Name (Printed or typed)

715 TURTLE COVE LAKE
Address

VERO BEACH, FL. 32963
City, State & Zip

(561) 234-6716
Daytime Telephone number

98 DEC -2 PM 5:40
-FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

12-7
WS

**Articles of Incorporation
of
571 Oceanview Properties, Inc.**

ARTICLE I

The name of this corporation shall be: 571 Oceanview Properties, Inc.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

The duration of this corporation is perpetual.

ARTICLE IV

1. The aggregate number of shares which the corporation is authorized to issue is **One Hundred (100)**. Such shares shall be of a single class, and shall have a par value of **Ten Dollar (\$10.00)** per share.

ARTICLE V

The street address of the registered office of this corporation is 715 Turtle Cove Lane, Vero Beach, Florida 32963. The name of the registered agent of that corporation at that address is Yane Zana

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors of this corporation may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never be less than one (1) director.

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ARTICLE VII

The name of the director of this corporation who shall hold office until new successor(s) are elected and qualified is:

Yane Zana
715 Turtle Cove Lane
P.O.Box 3657
Vero Beach, Florida 32964-3657

The street address of the principal office of this corporation is:

715 Turtle Cove Lane
P.O. Box 3657
Vero Beach, Florida 32964-3657

ARTICLE VIII

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|---|
| Yane Zana | 715 Turtle Cove Lane P.O. Box 3657 Vero Beach, Florida 32964-3657 |

ARTICLE IX

Special provisions for the regulation of this corporation are as follows:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.
2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida.
3. Any meeting of stockholders may be called at any time for any purpose by any officer or director of the corporation, or the holders of ten percent (10%) or more of all outstanding shares of the corporation.

ARTICLE X

The power to make, alter, amend and repeal the By-Laws of this corporation shall be reserved to the stockholders of this corporation.

ARTICLE XI

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause, by majority vote.

ARTICLE XII

No contracts or other transactions between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of 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 the 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 such director of the corporation 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 such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE XIII

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such directors or officers or former directors or officers or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties to the corporation.

2. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed

as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

4. Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any By-Law, agreements, vote of stockholders or otherwise.

ARTICLE XIV

1. The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

2. The stockholders of the corporation are expressly authorized to accept in payment for the capital stock of the corporation, real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present and future stockholders of the corporation.

ARTICLE XV

1. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file in the corporation minute book at the registered office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

2. No stockholder shall have the right to sell, pledge, encumber, transfer, or otherwise dispose of any of the shares of incorporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 180 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory

arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by the stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

ARTICLE XVI

1. Any stockholder shall have the right at any time to submit to arbitration any question of whether the grounds for involuntary dissolution exists, as such grounds are specified in Subsection 2 hereof, and on finding that such grounds exist, the arbitrator, who shall be appointed as specified in Subsection 3 hereof, shall order the stock of such stockholder or stockholders, as the arbitrator may designate, shall be sold to the highest bidder among such stockholders as he shall designate, provided that such stock shall in no event be sold for less than the net value thereof. In the event the designated stockholders fail or refuse to enter a bid, or fail or refuse to enter a bid in excess of the minimum specified above, the arbitrator shall order one or more of such binding stockholders to enter a bid for such stock at the minimum price.

2. As used herein, the terms "grounds for dissolution" shall mean any one or more of the following:

(a) The directors are deadlocked in the management of the corporate affairs and the stockholders are unable to break the deadlock, and irreversible injury to the corporation is being suffered or threatened thereby.

(b) The stockholders are deadlocked in voting power and have failed to elect successors or directors whose terms have expired or would have expired on qualification of their successors; or

(c) The corporate assets are being misapplied or wasted.

3. Arbitration hereunder shall be held in Miami, Dade County, Florida, and shall be conducted by one arbitrator selected from a panel of the American Arbitration Association in accordance with the rules and regulations of that association. Judgement on the award may be entered in any court having jurisdiction thereof.

ARTICLE XVII

A majority of the Directors shall constitute a quorum for a meeting of Directors.

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ARTICLE XVIII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

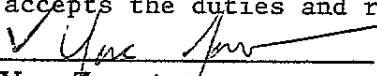
ARTICLE XIX

These Articles of Incorporation may be amended in the manner approved by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in the stockholders' meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIX

The effective date of this corporation shall be the 1st of December, 1998.

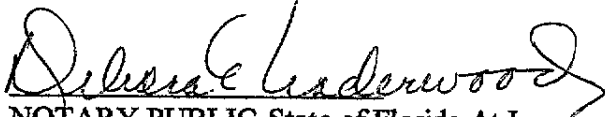
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of Oceanview Properties, Inc., this 30th of November, 1998. I am hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.


Yane Zana / Registered Agent

STATE OF FLORIDA
INDIAN RIVER COUNTY

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Yane Zana, known to me to be the person who executed these Articles of Incorporation. *produced ID 2500-966-71-042-0*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of November, 1998.


NOTARY PUBLIC-State of Florida At Large.

My Commission Expires: _____

