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Florida Department of State  
Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA PROFIT CORPORATION OR P.A.

BIARRITZ APT. CORPORATION

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
BIARRITZ APT. CORPORATION**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**Article I**

***NAME***

The name of the Corporation is BIARRITZ APT. CORPORATION and the principal address is 1800 Bay Drive, Miami Beach, Florida 33141.

***DURATION***

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

**Article III**

***NATURE OF BUSINESS***

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**Article IV**

***CAPITAL STOCK***

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez  
10621 N. Kendall Drive Suite 211  
Miami, FL 33176  
Tel: 305-598-6577 Fax: 305-598-3988  
FL Bar 749060

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Article V

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Bay Drive, Miami Beach, Florida 33141 and the name of the initial registered agent of this corporation is William J. Sanchez.

Article VI

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Karl Huber President	1800 Bay Drive Miami Beach, Florida 33141
Lynnette Huber Vice-President and Secretary	1800 Bay Drive Miami Beach, Florida 33141

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, and agents to the full extent permitted by law.

Article VII

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

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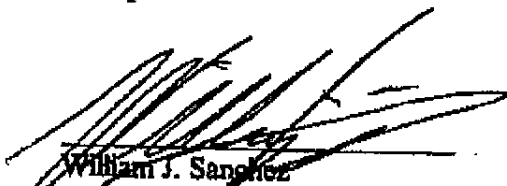
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

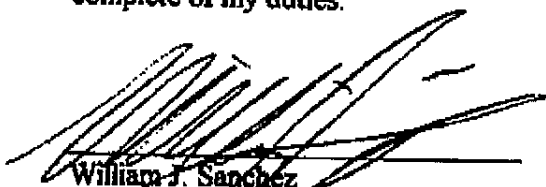
In compliance with Section 48, 901, Florida Statutes, the following is submitted.

BIARRITZ APT. CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, with office located at 1800 Bay Drive, Miami Beach, Florida 33141, has designated William J. Sanchez, as its agent and accept service of process within Florida.

Incorporator:

  
William J. Sanchez  
Date: 7/19/99

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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 of my duties.

  
William J. Sanchez  
Date: 7/19/99

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