

DEC. 2. 2003 12:17 PM

CORPORATION VC

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**F03000005948**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0383 *fax*

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

03 DEC -2 PM 1:29  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT QUALIFICATION**

**WATERFRONT DEVELOPMENT, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

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CORPORATION SVC CO

NO. 343 P. 2/5  
H03000327485 3

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Waterfront Development Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Waterfront Development Miami, Inc.  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 25, 2003 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

7. 7503 Okeechobee Cswt, Tampa, FL 33637  
(Principal office address)

\_\_\_\_\_  
(Current mailing address)

8. Any and all lawful business  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Gays Street

Tallahassee Florida 32301  
(City) (Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

Brian Courtney  
Asst. V. Pres.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

NO. 343 P. 3/5  
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**A. DIRECTORS**

Chairman: Brad Goins

Address: 7503 Okeechobee Court, Tampa, FL 33637

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Brad Goins

Address: 7503 Okeechobee Court, Tampa, FL 33637

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Brad Goins

(Typed or printed name and capacity of person signing application)

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NO. 343 P. 4/5  
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### RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Chairman, do hereby certify that this Resolution of the Board of Directors of Waterfront Development Inc.

a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on December 1, 2003.

Be it resolved, that Waterfront Development, Inc. organized and existing in the State of Delaware hereby adopts the name Waterfront Development Miami, Inc. for use in the State of Florida.

Date: December 1, 2003



Chairman, Vice Chairman or any officer

Brad Goins

Type or Print Name

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TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

NO. 343,2748 P. 5/5

# Delaware

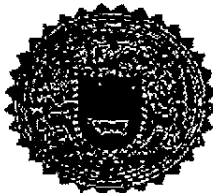
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATERFRONT DEVELOPMENT INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WATERFRONT DEVELOPMENT INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2774445

DATE: 11-26-03

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