

**BMM&W**  
BRANT, MOORE, MACDONALD & WELLS, PA.

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100  
Jacksonville, Florida 32202

Leonardo J. Maiman  
ljm@bmmw-law.com

January 6, 2000

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-01/07/00--01078--017  
\*\*\*\*78.75 \*\*\*\*78.75

**VIA FEDERAL EXPRESS**

Corporate Division  
Department of State  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

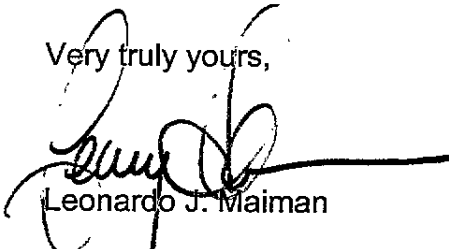
Re: LLC Water's Inlet, Inc.

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation for the above referenced corporation. We have also enclosed our client's check in the amount of \$78.75 to cover the cost of filing fee. We would appreciate your filing the Articles of Incorporation immediately upon receipt and returning a certified copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,

  
Leonardo J. Maiman

LJM/jdc  
Enclosures  
cc: Jonathan Zich, Esq.  
155332.1

FILED  
00 JAN -7 PM 2:16  
TALLAHASSEE, FLORIDA

JAN 13 2000  
JAN 13 2000

ARTICLES OF INCORPORATION  
OF  
LLC WATER'S INLET, INC.

FILED  
00 JAN -7 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is LLC Water's Inlet, Inc.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 200 shares of the common stock at no par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 489 Fifth Avenue, 28<sup>th</sup> Floor, New York, New York 10017. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Jonathan Zich  
489 Fifth Avenue, 28<sup>th</sup> Floor  
New York, NY 10017

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jonathan Zich  
489 Fifth Avenue, 28<sup>th</sup> Floor  
New York, NY 1001

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 3100, Jacksonville, Florida 32218 and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Macdonald & Wells, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

  
\_\_\_\_\_(SEAL)  
Jonathan Zich,  
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for LLC Water's Inlet, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

Brant, Moore, Macdonald & Wells, P.A.

By: 

Leonardo J. Mairman

Its: Vice President