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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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00 APR 27 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Yacht Club at Portofino 305.604.6000
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

70

T. SMITH APR 27 2000

ARTICLES OF INCORPORATION

OF

YACHT CLUB AT PORTOFINO 305.604.6000, INC.

The undersigned incorporator, a natural person of legal age, for the purpose of forming a subchapter S corporation in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the proposed corporation shall be Yacht Club Realty at Portofino 305.604.6000, INC.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles, or on filing of these Articles if that shall occur more than five days thereafter, and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Nature of Business

This Corporation is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business and to own, lease and/or operate offices for that purpose.

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ARTICLES OF INCORPORATION

2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.

3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE IV
Capital Stock

This corporation is authorized to 100 shares of ONE AND NO/100 DOLLARS (\$1.00) par value capital stock, which shall be designated as common stock.

All the shares of such common stock shall be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, at a just valuation to be fixed by the Board of Directors of the corporation, unless otherwise forbidden by the laws of the State of Florida. The corporation shall place shares issued for future services or benefits or a promissory note in escrow or otherwise restrict their transfer and shall credit distributions in respect of such shares.

YACHT CLUB REALTY AT PORTOFINO
ARTICLES OF INCORPORATION

against their purchase price, until the services are performed, the note is paid or the benefits received. If the services are not performed, the note is not paid or the benefits are not received, the shares escrowed or restricted and the distributions credited shall be cancelled in whole or part, as appropriate based on the consideration actually received.

ARTICLE V

Initial Offices and Registered Agent

The street and mailing address of the initial principal office 1410 Sunset Harbour Drive, Miami Beach, Florida 33139. The street address of the initial registered office of this corporation is 940 Lincoln Road, Suite 319, Miami Beach, Florida 33139. The name of the initial registered agent of this corporation at that address is David Philips, Esq.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial director of the corporation who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until a successor is elected or appointed and has

YACHT CLUB REALTY AT PORTOFINO
ARTICLES OF INCORPORATION

qualified is:

Victor Lerner	President
1410 Sunset Harbour Drive	Vice Present
Miami Beach, Florida 33139	Secretary

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation is managed by the stockholders.

ARTICLE VII
Incorporator

The name and address of the persons signing these Articles as incorporator is:

David Philips, Esq.
940 Lincoln Road, Suite 319
Miami Beach, Florida 33139

ARTICLE VIII
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exceptions of determining all matters regarding shareholders' meetings, notices, record dates, voting and actions without vote

YACHT CLUB REALTY AT PORTOFINO
ARTICLES OF INCORPORATION

and fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE IX
Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

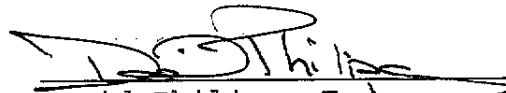
ARTICLE XI
Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the

YACHT CLUB REALTY AT PORTOFINO
ARTICLES OF INCORPORATION

manner consistent with the law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a Florida Business Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15 day of April, 2000.



David Philips, Esq.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared David Philips, Esq, to me well known, or identified to me by _____, to be the individual described in and who has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at West Palm Beach, Florida, this 16 day of April, 2000.

YACHT CLUB REALTY AT PORTOFINO
ARTICLES OF INCORPORATION



Notary Public, State of Florida
My commission expires:
My commission number:



David Klempner
My Commission CC844749
Expires June 9, 2003

(NOTARY SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and accept the obligations thereof.


David Philips Esq.

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