

P00000068125



ACCOUNT NO. : 072100000032

REFERENCE : 766221 81868A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 17, 2000

ORDER TIME : 2:44 PM

ORDER NO. : 766221-005

100003325621--4  
-07/18/00--01001--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER NO: 81868A

CUSTOMER: Ms. Michelle Tatham  
Marcus & Marcus, P.A.  
317 North Krome Avenue  
Homestead, FL 33030-6077

DOMESTIC FILING

NAME: COCOWALK ESTATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUL 17 PM 3:56

RECEIVED

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 17 PM 5:21

ARTICLES OF INCORPORATION

OF

COCOWALK ESTATES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUL 17 PM 5:22

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

ARTICLE I

The name of the corporation shall be COCOWALK ESTATES, INC., hereinafter referred to as the Corporation. The principal and main mailing address is as follows:

18235 SW 293<sup>rd</sup> Street  
Homestead, Florida, 33030

ARTICLE II

The duration of this corporation shall be that it exist perpetually.

ARTICLE III

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase,

improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the

transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others; or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

#### ARTICLE IV

This corporation is authorized to issue 1000 shares of common stock no par value.

#### ARTICLE V

The initial registered agent for this corporation is **MICHAEL J. MARCUS, ESQ.** and the initial registered office is located at 317 North Krome Avenue, Homestead, FL 33030.

ARTICLE VI

This corporation shall have three directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

The name and street address of each member of the first board of directors is:

MARCUS B. RIFF	18235 SW 293 <sup>rd</sup> Street Homestead, Florida 33030
LISA L. RIFF	18235 SW 293 <sup>rd</sup> Street Homestead, Florida 33030
DIANE SMITH	19800 SW 180 <sup>th</sup> Avenue #361 Miami, Florida 33187

they shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

The name and street address of the incorporator is:

MICHAEL J. MARCUS	317 North Krome Avenue Homestead, FL 33030
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ARTICLE IX

These Articles of Incorporation may be amended in the manner

provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

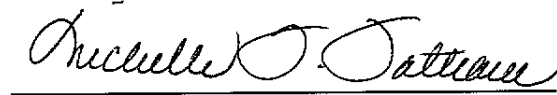
DATED this 14<sup>th</sup> day of July, 2000.

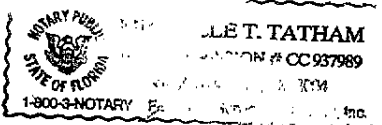
  
MICHAEL J. MARCUS

STATE OF FLORIDA     )  
                                  SS.  
COUNTY OF DADE     )

The foregoing instrument was sworn to and acknowledged before me on the 14<sup>th</sup> day of July, 2000, by MICHAEL J. MARCUS who is personally known to me.

My Commission Expires:

  
Notary Public  
State of Florida at Large



Articles of Incorporation  
of Cocowalk Estates, Inc.  
Page 7

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 17 PM 5:22

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
MICHAEL J. MARCUS, ESQ.