

PRITTER, RITTER & ZARETSKY
Attorneys and Counselors at Law

John H. Ritter (1913-1979)
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+Foreign Legal Counselor
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May 25, 2000

Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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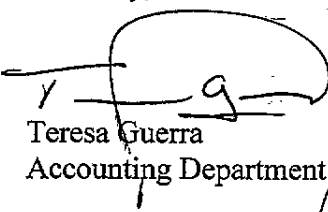
Ref: Seaside Rentals, Inc.

To whom it may concern:

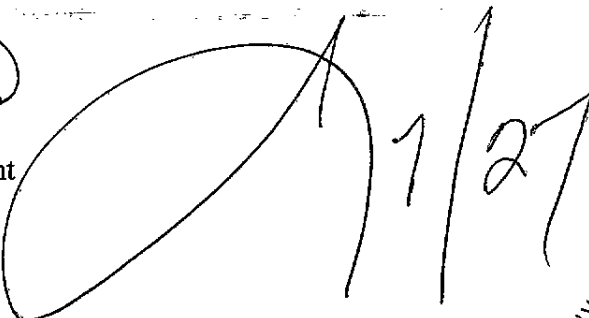
Please enclosed is a check # 4152 in the amount of \$ 78.75 to file the attached Articles of Incorporation. Please returned filed copy in the enclosed overnight envelope.

Should you have any questions please feel free to call this office.

Sincerely,


Teresa Guerra
Accounting Department

Enc:


7/27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUL 25 PM 2:22

ARTICLES OF INCORPORATION

OF

SEASIDE RENTALS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SEASIDE RENTALS, INC.

The principal place of business of this corporation shall be at 555 NE 15TH STREET, SUITE 100, MIAMI, FL 33132

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, and owning.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 NE 15TH STREET, SUITE 100, MIAMI, FL 33132, and the name of the initial registered agent of the corporation at that address is LOUIS D. ZARETSKY, ESQ..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have Five directors, initially. The names and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until her successor

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

is elected or appointed is:

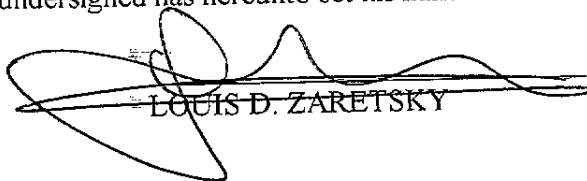
David Cassan - 20950 Oxnard Street #60, Woodland Hills, CA 91367 - Director/Vice President
Gary Brown - 302 S. Coconut Lane, Miami Beach, FL 33139 - Director/President
Jeff Henwood - 100 S.E. 2nd Street, Suite 2500, Miami, FL 33131 - Director/Vice President
Al Levy - 211 N. Coconut Lane, Miami Beach, FL 33139 - Director/Vice President/Secretary
Lenny Goldberg - 9000 E. Big Canon Place, Englewood, CO 80111 - Director/Vice President

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LOUIS D. ZARETSKY 555 NE 15TH STREET, SUITE 100, MIAMI, FL 33132

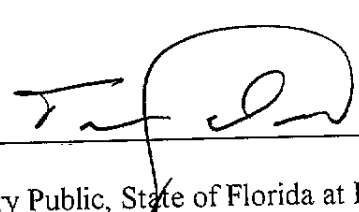
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th
day of July 2000.


LOUIS D. ZARETSKY

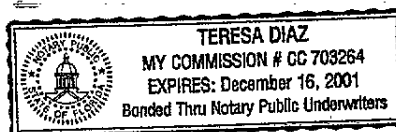
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of July, 2000, by LOUIS
D. ZARETSKY who is personally known to me. Said person did not take an oath.


Notary Public, State of Florida at Large

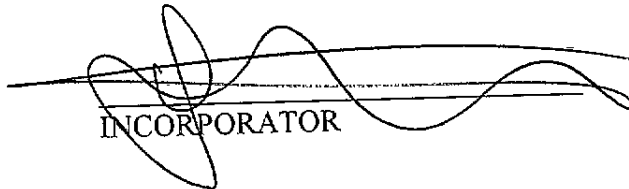
My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

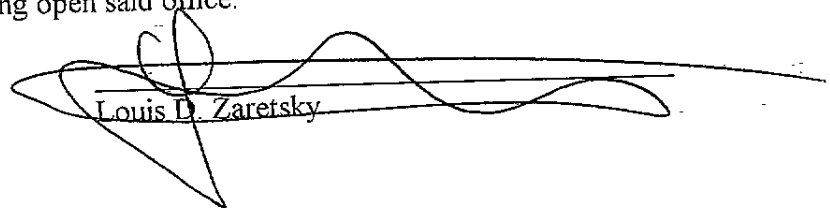
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SEASIDE RENTALS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named LOUIS D. ZARETSKY, ESQ. located at 555 NE 15TH STREET, SUITE 100, MIAMI, FL 33132 as its agent to accept service of process within this State.


INCORPORATOR

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Louis D. Zaretsky

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SECRETARY OF STATE
TALLAHASSEE FLORIDA