

LAW OFFICES OF

PO0020073041

Greenspoon Marder Hirschfeld Rafkin Ross & Berger

PROFESSIONAL ASSOCIATION

William Berger¹
Robby H. Birnbaum²
Gregory J. Blodig
Amanda Chapman
Richard W. Epstein
Richard H. Gaines
N. Dwayne Gray, Jr.
Gerald Greenspoon
Neal W. Hirschfeld³
Cynthia J. Hoover⁴
Robert Jackson
Victor S. Kline
David R. Lenox

Scott D. Levine
Edmund O. Loos III
Leonard Lubart
Michael E. Marder
Seth A. Marmor¹
Gregory M. Nordt
Glen Rafkin¹
Michael S. Ross¹
Joseph G. Santoro
Dana S. Schwartz
Marc E. Schwartz⁴
Kenneth J. Sobel
Frank A. Utset

SouthTrust Bank Building • Suite 1100
135 West Central Boulevard
Orlando, Florida 32801
(407) 425-6559
Fax (407) 422-6583
FL WATS (888) 491-1120
Web Site: www.greenspoonmarder.com

Fort Lauderdale Office

Trade Centre South • Suite 700
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309
(954) 491-1120 • Fax (954) 771-9264

Reply to: Orlando

July 26, 2000

VIA FEDERAL EXPRESS

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

FILED
00 JUL 28 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Parker Channel Cay, Inc. - Articles of Incorporation**

Gentlemen:

Enclosed herewith please find Articles of Incorporation of Parker Channel Cay, Inc. for filing, together with our check in the sum of \$78.75 covering the filing fee, registered agent designation fee and certified copy fee.

Please be good enough to file the Articles and return a certified copy of same to the undersigned in the enclosed self-addressed stamped envelope.

In advance, thank you for your attention to the within.

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*****78.75 *****78.75

Very truly yours,

GREENSPOON, MARDER, HIRSCHFELD, RAFKIN,
ROSS & BERGER, P.A.


Robert B. Jackson
For the Firm

RBJ/pc
Encs.

G:\Pat\ Dressler\ Parker Channel Cay, Inc\ Dept of State LTR 7-26-00.wpd

1. Also admitted in New York
 2. Also admitted in Wisconsin
 3. Also admitted in Texas
 4. Also admitted in Colorado
- 8-1
WCC

ARTICLES OF INCORPORATION

OF

PARKER CHANNEL CAY, INC.

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00 JUL 28 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be:

Parker Channel Cay, Inc.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III
PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 1000

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible

personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V **PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

ARTICLE VI **INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be:

135 West Central Blvd., Suite 1100
Orlando, Florida 32801

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Robert B. Jackson, Esquire

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

<u>NAME</u>	<u>ADDRESS</u>
Bradley P. Dressler	16 Barracuda Lane Key Largo, Florida 33037

ARTICLES VIII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Jackson, Esquire	135 West Central Boulevard Suite 1100 Orlando, Florida 32801

ARTICLE IX
CORPORATE ADDRESS

The address of the Corporation shall be:

16 Barracuda Lane
Key Largo, Florida 33037

ARTICLE X
MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

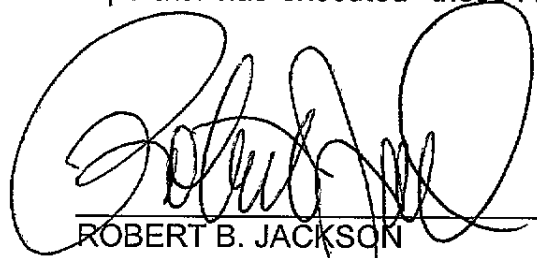
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 26th day of July, 2000.

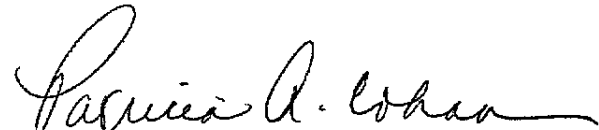


ROBERT B. JACKSON

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared ROBERT B. JACKSON personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 26th day of July, 2000.



NOTARY PUBLIC, State of Florida



The Undersigned hereby accepts designation as Registered Agent of the Corporation.

GREENSPOON, MARDER, HIRSCHFELD,
RAFKIN, ROSS & BERGER, P.A.

BY: 

ROBERT B. JACKSON, ESQUIRE

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that Parker Channel Cay, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Key Largo, County of Monroe, State of Florida, has named Robert B. Jackson, Esquire, located at 135 West Central Boulevard, Suite 1100, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.

Registered Agent


ROBERT B. JACKSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA