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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.**BEACHWALK, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

BEACHWALK, INC.

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: BEACHWALK, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: To develop real property.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity. d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII- STREET ADDRESS OF THE
CORPORATION'S INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED
AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial

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registered office and principal office is: 2298 N.W. 2nd
AVE., SUITE 21, BOCA RATON, FLORIDA 33431, and the name of
the initial registered agent of the corporation at that
office is: FRANCISCO A. SOLIS.

**ARTICLE VIII- INITIAL BOARD
OF DIRECTORS**

This Corporation shall have ONE Directors initially.
The number of Directors may be either increased or diminished
from time to time by the bylaws. The names and addresses of
the initial Directors of this Corporation until the first
annual meeting of shareholders or until their successors are
elected and qualified are:

N A M E	A D D R E S S
FRANCISCO A. SOLIS	2298 N.W. 2 nd AVE., SUITE 21 BOCA RATON, FL. 33431

ARTICLE IX - INCORPORATOR

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

N A M E	A D D R E S S
FRANCISCO A. SOLIS	2298 N.W. 2 nd AVE., SUITE 21 BOCA RATON, FL. 33431

ARTICLE X - AMENDMENT

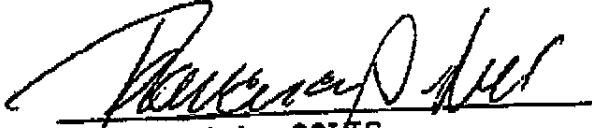
This Corporation reserves the right to amend or repeal
any provisions contained in these Articles of Incorporation,
or any amendment hereto and any right conferred upon the

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shareholders is subject to this reservation.

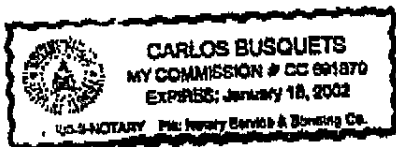
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 9th day of October, 2000.

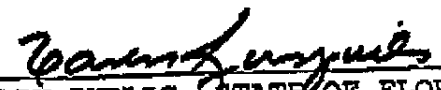

FRANCISCO A. SOLIS

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally
appeared FRANCISCO A. SOLIS, who is to me well known to be
the person described in and who executed the foregoing
Articles of Incorporation as the Incorporator. and he
acknowledged to and before me that he executed the same for
the uses and purposes therein mentioned and set forth. (X)
who is personally known to me or () who has produced _____ as
identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
at Miami in the said County and State, this 9th day of
October, 2000.

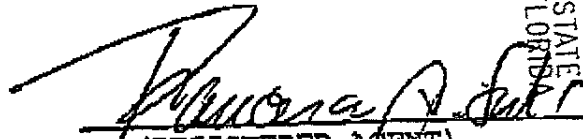



NOTARY PUBLIC, STATE OF FLORIDA
CARLOS BUSQUETS
PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:
BEACHWALK, INC., AT THE PLACE DESIGNATED IN THESE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 9th DAY OF October, 2000.

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(REGISTERED AGENT)
FRANCISCO A. SOLIS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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