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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.
WATERFRONT ENTERPRISES OF SOUTH FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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B. McKnight DEC 04 2000

(1)
This instrument was prepared by:
Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146

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ARTICLES OF INCORPORATION
OF
WATERFRONT ENTERPRISES OF SOUTH FLORIDA, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation and its principal office is located at:

Waterfront Enterprises of South Florida, Inc.
1575 San Ignacio, Suite 100
Coral Gables, FL 33146

ARTICLE II. NAME OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

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ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of corporation is:

Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Ave, Suite 203
Coral Gables, FL 33146

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this corporation and his street address is:

Daniel Baumgard
1575 San Ignacio, Suite 100
Coral Gables, FL 33146

The person named as initial director shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Ave, Suite 203
Coral Gables, FL 33146

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ARTICLE IX. AMENDMENT

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 the stockholders' meeting by at least the majority of the stock entitled to vote thereon, unless all of 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.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation as of the 4th day of December, 2000.

BY:

Matt D. Goldman
Matt D. Goldman, Esq.

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared, Matt D. Goldman, Esq., personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation for the reasons expressed therein.

WITNESS my hand and seal at Miami-Dade County, Florida this 4th day of December, 2000.

Mary Elizabeth Hartness
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Mary Elizabeth Hartness
My Commission CC889449
Expires November 21 2003

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statutes the following is submitted:

That—WATERFRONT ENTERPRISES OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1575 San Ignacio, Suite 100, Coral Gables, FL 33146, County of Miami-Dade, State of Florida, has designated Matt D. Goldman, Esq., Matt D. Goldman, P.A., 1450 Madruga Ave, Suite 203, Coral Gables, Florida 33146, County of Miami-Dade, 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-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Signature: 

Matt D. Goldman, Esq., registered agent

Dated: December 4, 2000

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