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ACCOUNT NO. : 072100000032

REFERENCE : 938945 4701718

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 20 PM 4:39

*Patricia Pizutto*

ORDER DATE : December 20, 2000

ORDER TIME : 1:20 PM

ORDER NO. : 938945-005

CUSTOMER NO: 4701718

CUSTOMER: Denise Enders, Legal Asst  
Brookhill Management  
Corporation  
501 Madison Avenue  
18th Floor  
New York, NY 10022

900003509479--7

DOMESTIC FILING

NAME: FLORIDA PORT SAINT LUCIE, 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: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Jg* 12/21/00

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ARTICLES OF INCORPORATION  
OF  
FLORIDA PORT SAINT LUCIE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA PORT SAINT LUCIE, INC.

The address of the principal office of this corporation shall be 501 Madison Avenue 18th Floor, New York, NY 10022 and the mailing address of the corporation shall be the same.

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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert W. Loschiavo  
Dir.

501 Madison Avenue, 18th Floor  
New York, NY 10022

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ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on December 20, 2000.

CORPORATION SERVICE COMPANY

By: Laura R Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R Dunlap  
Its Agent, Laura R. Dunlap

KLD/jjw