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01 JAN 30 AM 9:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 982670 80816A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 30, 2001

ORDER TIME : 11:53 AM

ORDER NO. : 982670-005

CUSTOMER NO: 80816A

CUSTOMER: Patrick M. O'hara, P.a.  
Patrick M. O'hara, P.a.

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-01/30/01--01079--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Suite 100  
324 Datura Street  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: GARIBALDI HOLDINGS, 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: DENISE MICK - EXT. 1150  
EXAMINER'S INITIALS:

2/31/01  
RECEIVED  
JAN 30 PM 1:37  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GARIBALDI HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

GARIBALDI HOLDINGS, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

a. For real estate investment and for the purpose of transacting any and all other lawful business.

b. To acquire, purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted

or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect there of.

c. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either along or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such

shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation is 1547 Florida Mango Road North, Unit 11-2, West Palm Beach, Florida 33409, and the name of its initial registered agent at the registered office of 324

Datura Street, Suite 100, West Palm Beach, Florida 33401 is Patrick M. O'Hara.

#### ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is two (2). The names and addresses of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
James B. Moore	1547 Florida Mango Road North Unit 11-2 West Palm Beach, Florida 33409
Joseph C. Coates, III	2701 Embassy Drive West Palm Beach, Florida 33401

#### ARTICLE IX - INCORPORATORS

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
James B. Moore	1547 Florida Mango Road North Unit 11-2 West Palm Beach, Florida 33409

#### ARTICLE X - OFFICERS

The names and addresses of the officers are:

President/Treasurer/Secretary:	James B. Moore 1547 Florida Mango Road North Unit 11-2 West Palm Beach, Florida 33409
Vice President:	Joseph C. Coates, III 2701 Embassy Drive West Palm Beach, Florida 33401

#### ARTICLE XI - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

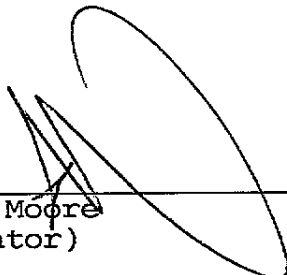
Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

#### ARTICLE XII - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting

thereof.


DATED THIS 29th day of January, 2001.

  
\_\_\_\_\_  
James B. Moore  
(Incorporator)

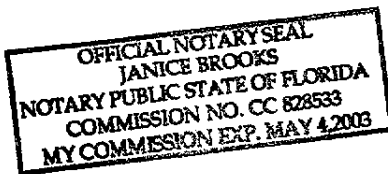
STATE OF FLORIDA ) SS:

COUNTY OF PALM BEACH )

The foregoing Articles of Incorporation were acknowledged  
before me this 29th day of January, 2001 by James B. Moore, who is  
personally known to me.

  
\_\_\_\_\_  
Notary Public

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

FILED  
01 JAN 30 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing is submitted pursuant to Section 48.091(1) and 607.034, Florida Statutes:

GARIBALDI HOLDINGS, INC., desiring to organize under the laws of the state of Florida being in the County of Palm Beach, at 1547 Florida Mango Road North, Unit 11-2, West Palm Beach, Florida 33409, has named Patrick M. O'Hara, located at the registered office address as its initial registered agent to accept service of process within this state.

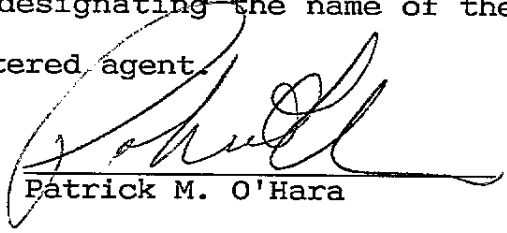
**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the corporation in this state, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

DATE: Jan. 29th, 2001

a:\garibaldi holdings.art

BY:

  
Patrick M. O'Hara