

PO1000024366



ACCOUNT NO. : 072100000032

REFERENCE : 068642 4718535

AUTHORIZATION

Patricia Pizito

COST LIMIT : \$ 78.75

FILED
2001 MAR -7 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 7, 2001

ORDER TIME : 10:14 AM

ORDER NO. : 068642-005

CUSTOMER NO: 4718535

CUSTOMER: Joshua M. Bialek, Esq
Porter Wright Morris & Arthur
Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

500003810075--1

DOMESTIC FILING

NAME: PARK SHORE ASSOCIATES, INC.

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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

2541
W01-5211

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

158
3/8/01

PORTER WRIGHT MORRIS & ARTHUR LLP
Attorneys & Counselors at Law

Joshua M. Bialek
941-593-2962
jbialek@porterwright.com

5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709
Phone: 941-593-2900
Facsimile: 941-593-2990
Toll Free: 800-876-7962

March 8, 2001

VIA FACSIMILE AND US MAIL
(800-521-1010)

Cindy Harris
CSC - Tallahassee
1201 Hays Street
Tallahassee, Florida 32301-2636

Re: Park Shore Associates, Inc.

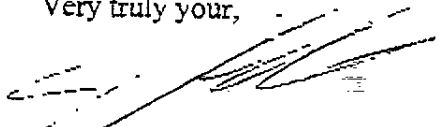
Dear Ms. Harris:

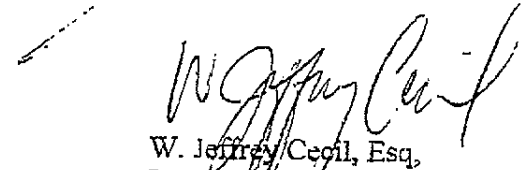
As per my conversation with Ms. Golden of the Florida Division of Corporations, please forward this letter to the Division of Corporations when resubmitting the Articles of Incorporation of PARK SHORE ASSOCIATES, INC.

The undersigned hereby acknowledges the existence of PARK SHORE ASSOCIATION, INC., a Florida not-for-profit corporation. Further, the undersigned acknowledges PARK SHORE ASSOCIATION, INC., and PARK SHORE ASSOCIATES, INC. are different and distinct entities, and have different names.

Please feel free to contact me if you have any questions or concerns.

Very truly your,


Joshua M. Bialek, Esq.


W. Jeffrey Cecil, Esq.
Incorporator

NAPLES227757 v 01

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 7, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PARK SHORE ASSOCIATES, INC.
Ref. Number: W01000005211

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TALLAHASSEE FLORIDA

We have received your document for PARK SHORE ASSOCIATES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 701A00013954

3/8/2001
see attached letter from client

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PARK SHORE ASSOCIATES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - Name

The name of the Corporation shall be Park Shore Associates, Inc.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is W. Jeffrey Cecil, Esquire. The street address of the Corporation's registered office is 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108.

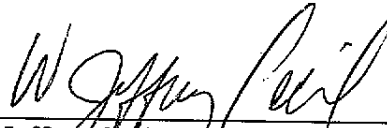
ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation is W. Jeffrey Cecil, 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108.

ARTICLE XI - Amendment

The 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of March, 2001.



W. Jeffrey Cecil, Esquire
Porter, Wright, Morris & Arthur, LLP.
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

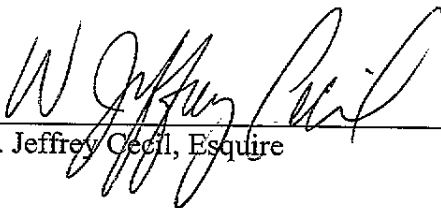
Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Park Shore Associates, Inc.
2. The name and address of the registered agent and office are:

W. Jeffrey Cecil, Esquire
Porter, Wright, Morris & Arthur, LLP.
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: March 6, 2001



W. Jeffrey Cecil, Esquire

NAPLES/227639 v.01

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