# P01000034272



ACCOUNT	NO.	:	072100000032
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REFERENCE: 103182 4303929

AUTHORIZATION . IOM

COST LIMIT: \$ 78.75

ORDER DATE : April 4, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 103182-005

100003958591--3

CUSTOMER NO: \_\_4303929

CUSTOMER: Myrna Golinsky, Legal Asst

Greenberg Traurig, P.a.

1221 Brickell Avenue

Miami, FL 33131-3238

## DOMESTIC FILING

NAME:

MJ OCEAN DRIVE INC.

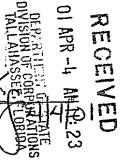
#### EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165 EXAMINER'S INITIALS: 2001 APR -4 PM 1: 50
SECNETARY OF STATE
AHASSEE FLORIDA



EFFECTIVE DATE

## ARTICLES OF INCORPORATION

FILED

<u>of</u>

2001 APR -4 PM 1:50

#### MJ OCEAN DRIVE INC.

SECRETARY OF STATE TALLAHASSEE FLORIDA

#### ARTICLE I

The name of the corporation is MJ OCEAN DRIVE INC. (hereinafter called the "Corporation").

#### **ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o M. Bridges, Farrer & Co., 66 Lincoln's Inn, London, WC2A3LH, United Kingdom.

#### **ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of <u>Stock</u>
<u>Authorized</u>	Per Share	
1,000	\$.01	common

#### ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Albert D. Quentel 1221 Brickell Avenue Miami, Florida

#### ARTICLE VII

The officers are set forth below, to serve until the first annual meeting of directors or until respective successors have been duly elected and qualified:

Albert D. Quentel - President, Secretary and Treasurer

#### ARTICLE VIII

The name of the Incorporator is Albert D. Quentel and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this <u>3rd</u> day of April, 2001, to be effective April 2, 2001.

Albert D. Quentel Incorporator

# FILED

# ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

2001 APR -4 PM 1:50

SECRETARY OF STATE TALLAHASSEE FLORIDA The undersigned, having been named the Registered Agent of MJ OCEAN DRIVE INC.,

hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Bv:

BRIAN COURTNEY, Registered Agent ASST. V.P.

DATED: April, <u>4</u> 2001