

P010000036732

April 5, 2001

VIA FEDEX

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

600003963326--2  
-04/06/01--01101--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


RE: Waterfront Real Estate, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above reference new filing. Also enclosed is a check for \$78.75 to cover the information and designation of registered agent fees for the corporation.

If you have any questions or concerns, you have only to call (727) 302.0403.

Sincerely

  
Jane E. Freel

enclosures

FILED  
2001 APR - 6 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

4/11/01

**ARTICLES OF INCORPORATION OF  
WATERFRONT REAL ESTATE, INC.**

**FILED**

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SECRETARY OF STATE  
FLORIDA BUSINESS FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is WATERFRONT REAL ESTATE, INC..

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV**

**Authorized Shares.** The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of Capital Stock with a value of **\$1.00** par value.

**Stated capital.** The sum of the 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.

**No classes of stock.** The shares of the corporation are not to be divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 2795 Kipps Colony Drive #104; Gulfport, Florida 33707, and the name of the initial registered agent at such address is Jane E. Freel.

## **ARTICLE VI**

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

## **ARTICLE VII**

The name and address of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Jane E. Freel	2795 Kipps Colony Drive #104	Gulfport, FL 33707
Tammy L. Apthorp	2821 Skimmer Point Drive South	Gulfport, FL 33707

## **ARTICLE VIII**

The name and address of the initial incorporator is as follows:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Jane E. Freel	2795 Kipps Colony Drive #104	Gulfport, FL 33707

## **ARTICLE IX**

An affirmative vote of two-thirds of the outstanding shares of the corporation shall be required for any shareholder action.

## **ARTICLE X**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than three-fourths vote of the common stock.

## **ARTICLE XI**

The holders of the common stock of this cooperation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued (for money, or any property or services) from time to time. The extent of the preemptive right of any shareholder shall be the proportion that the number of shares held by him bears to the total number of shares held by the holders of all shares of common stock.

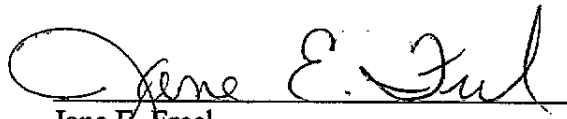
**ARTICLE XII**

The address of the principal office of the corporation is 2795 Kipps Colony Drive #104,  
Gulfport, FL 33707

**ARTICLE XIII**

The shareholders shall not be personally liable for the debts of the corporation.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these articles of  
incorporate.

  
\_\_\_\_\_  
Jane E. Freel  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes (2000), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent and his Florida office:

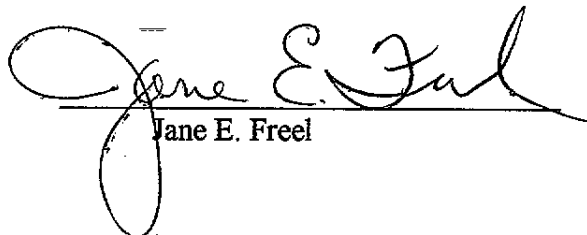
1. The name of the corporation is: WATERFRONT REAL ESTATE, INC.
2. The name and address of the registered agent and office is:

Name: Jane E. Freel  
Address: 2795 Kipps Colony Drive #104  
Gulfport, FL 33707

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TALLAHASSEE FLORIDA

HAVING BEEN NAMED 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: April 5, 2001.

  
Jane E. Freel