



THE UNITED STATES
CORPORATION
COMPANY

PD1000057178

ACCOUNT NO. : 072100000032

REFERENCE : 178867 121767A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

2001 JUN -8 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : June 8, 2001

ORDER TIME : 11:56 AM

ORDER NO. : 178867-005

CUSTOMER NO: 121767A

000004384060--2

CUSTOMER: Ms. Heather Irving
Karp & Genauer, P.a.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: SHORELINE OF THE BAHAMAS, 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: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

JS
6/8/01

01 JUN -8 PM 2:08
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SHORELINE OF THE BAHAMAS, INC.

2001 JUN -8 PH 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is SHORELINE OF THE BAHAMAS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134 and the corporation's mailing address is c/o Karp & Genauer, P.A. 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

ARTICLE IV
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is Ten Thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Each Holder of Common Stock shall have a preemptive right to acquire its pro rata share of any capital stock, or any

instrument convertible into capital stock issued by the corporation.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Alhambra Registered Agents, Inc. c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VIII
BYLAWS

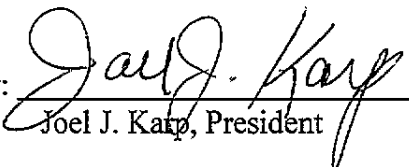
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of June, 2001.

ALHAMBRA REGISTERED AGENTS, INC.

By: 
Joel J. Karp, President

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

2001 JUN -8 PM 3:45

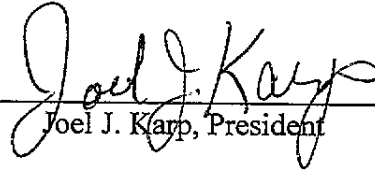
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Shoreline of the Bahamas, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, has named **Alhambra Registered Agents, Inc.**, located at c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134, as its registered agent within the State.

Having been named registered agent and to accept service of process for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts the appointment as registered agent, agrees to act in that capacity and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

ALHAMBRA REGISTERED AGENTS, INC.

By: _____


Joel J. Karp, President