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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : SERBER & ASSOCIATES, P.A.  
Account Number : I20000000083  
Phone : (305) 932-6262  
Fax Number : (305) 933-9393

FLORIDA PROFIT CORPORATION OR P.A.

SHERIDAN BY THE SEA, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 1       |
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF  
SHERIDAN BY THE SEA, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

SHERIDAN BY THE SEA, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel J. Serber, Esq.  
Turnberry Plaza, Suite 801  
2875 N.E. 191<sup>st</sup> Street  
Aventura, FL 33180

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

Turnberry Plaza, Suite 801  
2875 N.E. 191<sup>st</sup> Street  
Aventura, FL 33180

ARTICLE VI.

BOARD OF DIRECTORS

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The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name

Address

Federico Rochwerger

Turnberry Plaza, Suite 801  
2875 N.E. 191<sup>st</sup> Street  
Aventura, FL 33180

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

  
Federico Rochwerger

STATE OF FLORIDA :  
: SS  
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, appeared Federico Rochwerger, who is personally known to me or who has produced \_\_\_\_\_ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 10 day September, 2001.

 Daniel Javier Serber  
My Commission CC#76631  
Expires November 13, 2003

NOTARY PUBLIC, State of Florida  
Print Name: DANIEL J. SERBER  
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
Daniel J. Serber, Esq., Registered Agent

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