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Alexandra Brown

Attorney at Law

P.O. Box 6338

Destin, Florida 32550

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tel: (850) 650-7555

Email: alix@casadebrown.com

Fax: (850) 650-6486

December 4, 2001

Secretary of State  
Divisions of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: The CP Waverly Corporation

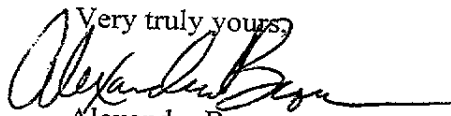
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-12/05/01--01060--002  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Dear Sir or Madam:

Enclosed is one original and a copy of the Articles of Incorporation for "The CP Waverly Corporation." Please file the original and forward the file stamped copy, along with a certificate of incorporation back to the address listed above. Also enclosed is a check in the amount of \$78.50 representing the fees for the filing and the certificate.

Should you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,



Alexandra Brown  
Attorney at Law

Enc.

C. BLALOCK DEC 6 2001

FILED

**ARTICLES OF INCORPORATION  
OF  
THE CP WAVERLY CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, being the incorporators of these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I  
NAME & ADDRESS**

The name of this corporation is THE CP WAVERLY CORPORATION The principal office and mailing address of the corporation is 5204 Beachwalk Drive, Destin, FL 32550.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually.

**ARTICLE III  
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 66 Indigo Loop South, Destin, FL 32550 and the name of the initial registered agent at that address is ALEXANDRA BROWN.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The names and addresses of the persons who are to serve as the initial Board of Directors are:

Charles A. Germano  
5204 Beachwalk Drive  
Destin, FL 32550

Barbara C. Germano  
5204 Beachwalk Drive  
Destin, FL 32550

ARTICLE VII  
INITIAL INCORPORATORS

The names and addresses of the initial incorporator of this corporation is as follows:

Charles A. Germano  
5204 Beachwalk Drive  
Destin, FL 32550

ARTICLE VIII  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

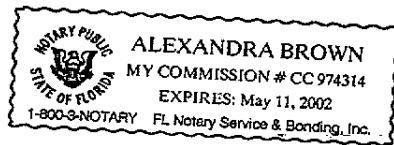
IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, have hereunto set their hand and seal on this the ~~29~~<sup>29</sup> day of ~~April~~<sup>Nov</sup>, 2001, for the purpose of forming a corporation to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.

  
CHARLES A. GERMANO  
Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared CHARLES A. GERMANO who has produced a valid driver's license as identification as the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

29<sup>th</sup> WITNESS my hand and official seal in the State and County last aforesaid this  
22 day of November, 2001.



  
ALEXANDRA BROWN  
NOTARY PUBLIC  
My Commission Expires:

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

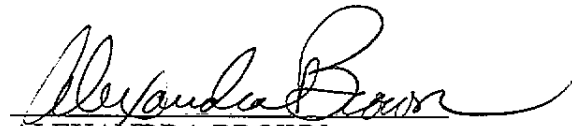
1. The name of the corporation is CP WAVERLY CORPORATION
2. The address of the registered office is 66 Indigo Loop South, Destin, FL 32550.
3. The name of the registered agent at the registered office is ALEXANDRA BROWN.

Dated: November 29, 2001.

  
CHARLES A. GERMANO.  
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 29, 2001.

  
ALEXANDRA BROWN  
Registered Agent