



May 8, 2002
FEDERAL EXPRESS
PO2000051985

Ms. Karen Yore
North State Title Company
3055 Crawfordville Highway
Crawfordville, Florida 32327

RE: ~~Portofino Towers, Inc.~~

Dear Karen:

Enclosed you will find an original Articles of Organization with respect to the above reference company, together with a check in the amount of \$78.75 payable to the Florida Department of State. If you would, please ensure that the Articles are properly filed and return to us a certified copy as soon as possible. Please reference "Portofino Towers" on all correspondence. If you have any questions, please feel free to give me a call.

Sincerely yours,

KIMBERLY M. BIGGS
Manager

Enclosures
:kb

RECEIVED
02 MAY -8 AM 9:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2002 MAY -9 PM 1:22
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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g 5/10/02 W02-13187
gk 5/8



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

2002 MAY -9 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 8, 2002

KIMBERLY M. BIGGS
GULF COAST TITLE PARTNERS LLC
1403 EAST BELMONT ST.
PENSACOLA, FL 32501

SUBJECT: PORTOFINO TOWERS, INC.
Ref. Number: W02000013187

We have received your document for PORTOFINO TOWERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 902A00028867

RECEIVED
02 MAY -9 PM 3:30
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
PORTOFINO TOWERS OF PENSACOLA BEACH, INC.**

2002 MAY -9 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be **PORTOFINO TOWERS OF PENSACOLA BEACH, INC.** ("Corporation"). The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and place of business and mailing address of this Corporation shall be: c/o James S. Campbell, Beggs and Lane, LLP, 3 West Garden Street, Suite 700, Pensacola, Florida 32501

**ARTICLE III
REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 3 West Garden Street, Suite 700, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that address shall be James S. Campbell.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of \$1.00 per share. No shares without nominal or par value shall be issued.

**ARTICLE V
DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but the number of directors of the Corporation shall not be less than one nor more than nine.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected are:

Allen R. Levin, 2200 Via DeLuna Drive, Pensacola Beach, Florida 32561

Robert Rinke, 2200 Via DeLuna Drive, Pensacola Beach, Florida 32561

ARTICLE VI INCORPORATOR

The name and street address of the incorporator and the person signing the Articles of Incorporation is:

James S. Campbell
Beggs & Lane, LLP
3 West Garden Street, Suite 700
Pensacola, Florida 32501

ARTICLE VII BUSINESS OF CORPORATION

The general nature of the business to be transacted by this Corporation is, among other things, to engage in every aspect and phase of the business of development and sales of real estate and to do all things in connection therewith that are customarily done under the laws of the State of Florida and to otherwise carry on any and all other activities as may be permitted under applicable law, including without limitation, *Florida Statutes* Chapter 607, et al.

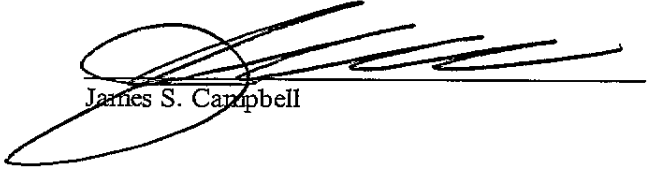
ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the bylaws of the Corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE IX BYLAWS

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

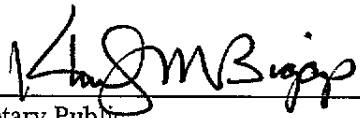
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of May, 2002.


James S. Campbell

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 8th day of May, 2002, by James S. Campbell, on behalf of PORTOFINO TOWERS OF PENSACOLA BEACH, INC., a Florida corporation, on behalf of the corporation, who did not take oath and who:

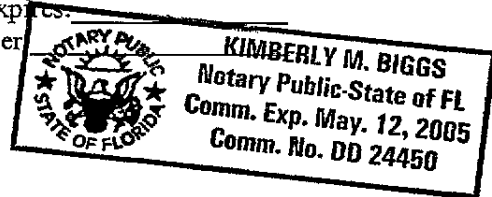
X is personally known to me;
___ produced a current Florida driver's license as identification; or
___ produced ___ as identification.


Notary Public

Print Name of Notary

My Commission Expires

Commission Number



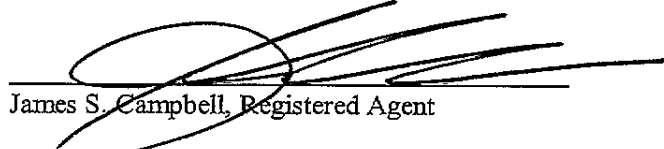
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, *Florida Statutes*, the following is submitted: That
PORTOFINO TOWERS OF PENSACOLA BEACH, INC., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at c/o James S. Campbell, Beggs & Lane, LLP,
3 West Garden Street, Suite 700, Pensacola, Florida 32501, has named James S. Campbell, 3 West Garden
Street, Suite 700, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

By: 

James S. Campbell, Incorporator

Having been named to accept service of process for the above-stated Corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.


James S. Campbell, Registered Agent

FILED
2002 MAY -9 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA