

P02000133811

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000240681 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

EFFECTIVE DATE
12-20-02

From:
Account Name : BILZIN, SUMBERG DUNN BARNA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

FLORIDA PROFIT CORPORATION OR P.A.

AVATAR OCEAN PALMS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

FILED
02 DEC 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]
12/24

H02000240681

**ARTICLES OF INCORPORATION
OF
AVATAR OCEAN PALMS, INC.**

ARTICLE I - NAME

The name of this corporation is Avatar Ocean Palms, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

201 Alhambra Circle
12th Floor
Coral Gables, Florida 33134.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

201 Alhambra Circle
12th Floor
Coral Gables, Florida 33134;

and the name and address of the initial registered agent of this corporation are:

Dennis Getman
201 Alhambra Circle
12th Floor
Coral Gables, Florida 33134.

FILED
02 DEC 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
12-20-02

H02000240681

H02000240681

ARTICLE VI – COMMENCEMENT

The existence of this corporation shall commence as of 12:01 A.M. on December 20, 2002.

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Michael Levy
201 Alhambra Circle
12th Floor
Coral Gables, Florida 33134.

ARTICLE VIII – BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

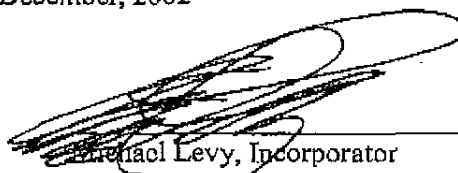
ARTICLE IX – INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 23rd day of December, 2002


Michael Levy, Incorporator

DEC. -23' 02 (MON) 17:12 BILZIN, SUMBERG, ET. AL

TEL: 305-374-7593

P. 004

H02000240681

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of December 23rd 2002.


Dennis Getman, Registered Agent

471922\18250\N 602708 ~ 1

FILED
02 DEC 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA