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FLORIDA PROFIT CORPORATION OR P.A.

49ERS SEABREEZE, INC.

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Estimated Charge	\$70.00

oas/cj1#01766 50160976.000001

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 20, 2003

BAKER & MCKENZIE

SUBJECT: 49ERS FLORIDA, INC.
REF: W03000008144

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ARTICLES OF INCORPORATION

OF

49ERS SEABREEZE, INC.

The undersigned hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be 49ERS SEABREEZE, INC. The address of the principal office of the corporation shall be 20803 Biscayne Boulevard Suite 405, Aventura, FL 33180 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock the corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares all of which shall be classified as common stock and have a par value of \$1.00 each.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of the corporation is:

Salomon Abadi
20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

ARTICLE VII. DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII. VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of the corporation entitled to vote shall be required for the authorization of any action of the shareholders of the corporation.

ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the

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shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Ozzie A. Schindler, Esq.
Baker & McKenzie
1200 Brickell Avenue
Suite 1900
Miami, FL 33131

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on the 19th day of March 2003.



Ozzie A. Schindler, Incorporator

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for 49ERS SEABREEZE, INC. at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

ATRIUM REGISTERED AGENTS, INC.

By:  VP.
Name: Dennis C. Smith
Title: Vice-President

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