

**PD30000067224**

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To:

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

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**K.E. PORTSIDE PARTNERS, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION  
OF  
K.E. PORTSIDE PARTNERS, INC.**

**ARTICLE I -- NAME**

The name of this corporation is K.E. Portside Partners, Inc.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

2665 South Bayshore Drive, PH 2-A  
Miami, Florida 33133.

**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, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

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

2665 South Bayshore Drive, PH 2-A  
Miami, Florida 33133;

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

**Name**

**Address**

Ezra Katz

2665 South Bayshore Drive, PH 2-A  
Miami, Florida 33133.

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**ARTICLE VI -- COMMENCEMENT**

This corporation shall commence as of 12:01 A.M., June 17, 2003.

**ARTICLE VII -- INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Ezra Katz	2665 South Bayshore Drive, PH 2-A Miami, Florida 33133
Mark Elliot	1815 Griffin Road, Suite 202 Dania, Florida 33004
William Thomas Duncan	2665 South Bayshore Drive, PH 2-A Miami, Florida 33133.

**ARTICLE VIII -- INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Ezra Katz	2665 South Bayshore Drive, PH 2-A Miami, Florida 33133.

**ARTICLE IX -- 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.

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**ARTICLE X - 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 XI - 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 and in acceptance of his appointment as registered agent therein as of the 17<sup>th</sup> day of June, 2003.

  
Ezra Katz, Incorporator and  
Registered Agent

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