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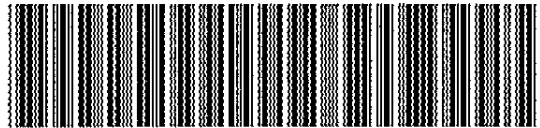
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STATE  
TALLAHASSEE, FLORIDA

**SALOMON, KANNER, DAMIAN & RODRIGUEZ, P.A.**

ATTORNEYS AT LAW  
2550 BRICKELL BAYVIEW CENTRE  
80 S.W. 8TH STREET  
MIAMI, FLORIDA 33130

JUAN E. RODRIGUEZ

TELEPHONE (305) 379-1681  
TELECOPY (305) 374-1719

July 22, 2003

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32301

SUBJECT: Palm Beach Premier Properties, Inc., a Florida corporation

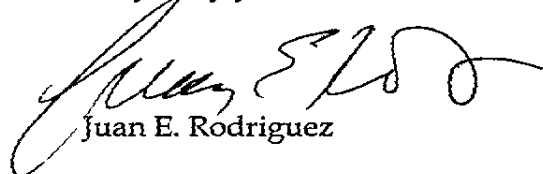
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for Filing Fee and Certified Copy.

Also enclosed is a transmittal letter.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Juan E. Rodriguez

JER/ley  
Enclosure

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Palm Beach Premier Properties, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Juan E. Rodriguez  
Name (Printed or typed)

80 S.W. 8 Street, Suite 2550  
Address

Miami, FL 33130  
City, State & Zip

(305) 379-1681  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
PALM BEACH PREMIER PROPERTIES, INC.**

FILED  
03 JUL 23 AM 3:47  
STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

PALM BEACH PREMIER PROPERTIES, INC.

**ARTICLE II**

**Business and Purposes**

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

**ARTICLE III**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE IV**

**Existence of Corporation**

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed by the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this

corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

## ARTICLE V

### Corporation's Principal Office

The Corporation's principal office shall be located at 224 Almeria Road, West Palm Beach, Florida 33405.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent of this corporation at such office shall be Juan E. Rodriguez. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors shall consist of two (2) members, such members to hold office until his or her successor has been duly elected and qualifies. The name and street address of  
the initial directors are:

Name

Richard E. Berman

Address

224 Almeria Road  
West Palm Beach, Florida 33405

Jennifer S. Berman

224 Almeria Road  
West Palm Beach, Florida 33405

ARTICLE IX

Incorporator

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

Name

Juan E. Rodriguez

Address

80 S.W. 8th Street  
Suite 2550  
Miami, Florida 33130

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions


contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE XII

### Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
Juan E. Rodriguez

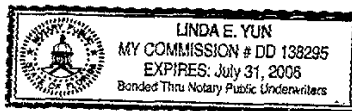
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 22 day of July, 2003, by Juan E. Rodriguez who is personally known to me.

WITNESS my hand and official seal the date hereof.

  
NOTARY PUBLIC

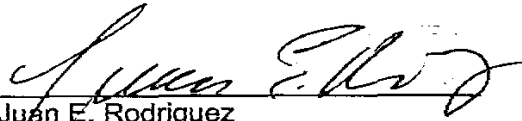
My Commission Expires:



**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Juan E. Rodriguez, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 22 day of July, 2003.

  
\_\_\_\_\_  
Juan E. Rodriguez

FILED  
03 JUL 23 AM 3:47  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA