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Florida Department of State  
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*KBH*

## FLORIDA PROFIT CORPORATION OR P.A.

STARFISH BUILDING AND DESIGN, INC.

Certificate of Status	0
Certified Copy	1
Page Count	96 <i>(1)</i>
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 16, 2003

CORPORATION SERVICE COMPANY

SUBJECT: STARFISH BUILDING AND DESIGN, INC.  
REF: W03000029927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refile the complete document, including the electronic filing cover sheet.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6930.

Donna Graves  
Document Specialist  
New Filings Section

FAX Aud. #: H03000296920  
Letter Number: 303A00056430

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ARTICLES OF INCORPORATION  
FOR  
STARFISH BUILDING AND DESIGN, INC.

The undersigned Incorporator, for the purpose of forming a Corporation for profit under the Florida Business corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

STARFISH BUILDING AND DESIGN, INC.

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE II - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

(A) To purchase, sell, lease, let demise, develop and/or subdivide all real or personal property wheresoever situate.

(B) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others, to act as trustee in deeds of trust or mortgages on real or

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personal property or any evidence of value to secure the same.

(C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(D) To purchase the corporate assets of any other professional corporation, and to engage in the same or any other character of business.

(E) To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

(F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida.

(G) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(H) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(I) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of,

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and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(J) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of Common Stock having a par value of \$1.00 per share.

#### ARTICLE VI - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be 7755 Holiday Drive North, Sarasota, Florida 34231.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 7755 Holiday Drive North, Sarasota, Florida 34231 and the registered agent is Randy A. Rodriguez.

#### ARTICLE VIII - DIRECTORS

The Corporation shall have three Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Randy A. Rodriguez	7755 Holiday Drive North Sarasota, Florida 34231

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Fabiola N. Rodriguez

7755 Holiday Drive North  
Sarasota, Florida 34231

Barry S. Barbas

2818 Grafton Street  
Sarasota, Florida 34231

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to a vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Randy A. Rodriguez	7755 Holiday Drive North Sarasota, Florida 34231

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE XII - PREEMPTIVE RIGHTS

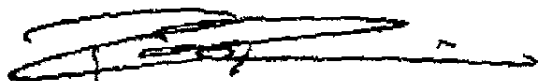
Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasure shares of the Corporation, or securities of the Corporation convertible into the carrying a right to subscribe to and acquire such shares, which may be issued at any time by the Corporation.

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ARTICLE XIII - REMOVAL OF DIRECTORS

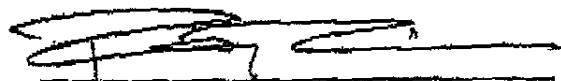
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is a cause for damages.

The undersigned has executed these Articles this 14 Day of October, 2003.



Randy A. Rodriguez  
Incorporator

Having been named the Registered Agent and to accept service of process for Starfish Building and Design, Inc. at the place designated in the Articles, I hereby accept the appointment of Registered Agent and agree to act in this capacity., I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



Randy A. Rodriguez  
Registered Agent

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