

Division of Corporations

**P03000150130**

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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

**portofino key builders, inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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ARTICLES OF INCORPORATION

FOR

Portofino Key Builders, Inc.

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03 DEC 12 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Portofino Key Builders, Inc.

ARTICLE II

The initial street address of the corporation's principal office is 21218 Saint Andrews Blvd., Suite 510, Boca Raton, FL 33433

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.  
Fla. Bar. No.: 897530  
7000 W. Palmetto Park Road  
Suite 402  
Boca Raton, FL 33433  
(561) 392-6391

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**ARTICLE V**

The corporation shall have perpetual existence.

**ARTICLE VI**

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

**ARTICLE VII**

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Larry M. Abbo

21218 Saint Andrews Blvd.,

Suite 510, Boca Raton, FL 33433

## ARTICLE VIII

**The name and address of the incorporator is:**

Larry M. Abbo  
21218 Saint Andrews Blvd.,  
Suite 510, Boca Raton, FL 33433

## ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

Larry M. Abbo  
21218 Saint Andrews Blvd.,  
Suite 510, Boca Raton, FL 33433

## ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

## ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

## ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

**PRESIDENT:**

Freddy Abbo  
21218 Saint Andrews Blvd.,  
Suite 510, Boca Raton, FL 33433

**VICE PRESIDENT:**

Larry Abbo  
21218 Saint Andrews Blvd.,  
Suite 510, Boca Raton, FL 33433

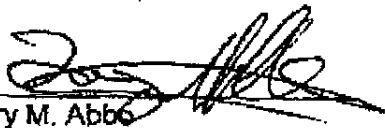
**SECRETARY:**

Edward Abbo  
21218 Saint Andrews Blvd.,  
Suite 510, Boca Raton, FL 33433

**TREASURER:**

Eva Abbo  
21218 Saint Andrews Blvd.,  
Suite 510, Boca Raton, FL 33433

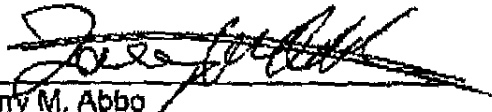
IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, on this 11 day of December, 2003.

  
Larry M. Abbo

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

In compliance with Section 48.091, Florida Statutes, the following is submitted: That  
Portofino Key Builders, Inc., desiring to organize or qualify under the laws of the State of  
Florida has named Steven B. Greenfield, Esq. as its registered agent to accept service of  
process within Florida, at: 21218 Saint Andrews Blvd., Suite 510, Boca Raton, FL 33433

  
Larry M. Abbo  
TITLE: V. President

Date: 12/11/03

Having been named registered agent to accept service of process for the above  
stated corporation, at the place designated in the certificate,

I, Steven B. Greenfield, Esq., hereby agree to act in that capacity and further agree  
to comply with the provisions of all statutes relative to the proper and complete  
performance of such duties.

  
Steven B. Greenfield, Esq.

Dated: 12/11/03

Portofino Key Builders, Inc.

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