

DEC. 29. 2003

12:36 PM

CORPORATION SERVICE

NO. 501

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P04000000043

**Florida Department of State
Division of Corporations
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To:

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RESUBMIT
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FLORIDA PROFIT CORPORATION OR P.A.

COMMONWEALTH OCEAN HAMMOCK, INC.

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FLORIDA DEPARTMENT OF STATE
Gloria E. Hood
Secretary of State

December 26, 2003

CORPORATION SERVICE COMPANY

SUBJECT: COMMONWEALTH OCEAN HAMMOCK, INC.
REF: W03000039365

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12/23/03

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 name you are requesting is unavailable, since it has been previously requested by another individual and the document was returned to the individual for corrections and has not yet been resubmitted.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

FAX And. #: 803000340684
Letter Number: 803A00068773

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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NO.963 0300P. 3/73413

COMMONWEALTH OCEAN HAMMOCK GP, LLC

December 26, 2003

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

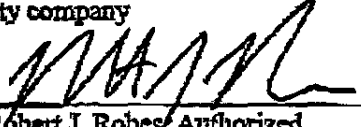
Re: COMMONWEALTH OCEAN HAMMOCK, INC.

Dear Sir or Madam:

The undersigned authorized representative of Commonwealth Ocean Hammock GP, LLC, hereby consents to and permits the use of the name "Commonwealth Ocean Hammock, Inc." by a corporation in the State of Florida.

Sincerely yours,

COMMONWEALTH OCEAN
HAMMOCK GP, LLC, a Florida limited
liability company

By: 
Robert J. Robes, Authorized
Representative

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COMMONWEALTH OCEAN HAMMOCK, INC.**

ARTICLE I

The name of this corporation is **COMMONWEALTH OCEAN HAMMOCK, INC.** (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 11777 San Vicente Boulevard, Suite 900, P.O. Box 49021, Los Angeles, California 90049.

ARTICLE III

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having no par value per share.

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE V

The name of the Incorporator is Robert J. Robes and the address of the Incorporator is 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486.

ARTICLE VI

The exclusive purpose for which this Corporation is formed is to hold title to property, collect income therefrom, and remit the amount thereof, less expenses, to the shareholder of this Corporation. The powers of this Corporation shall be limited to those necessary and appropriate to achieve its purpose and not inconsistent with Section 501(c)(25) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision thereto, and to engage in the transaction of any and all lawful business in connection therewith for which corporations may be incorporated under the Florida Business Corporation Act; provided, however, that notwithstanding the above, the purpose of the Corporation shall be limited to the purposes

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described in Section 501(c)(25) of the Code. The Corporation shall remit the entire amount of its net income to its shareholder at least annually.

ARTICLE VII

The Board of Directors shall exercise all corporate powers of the Corporation except as otherwise provided by law or by these Articles of Incorporation. The Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation; provided, however, that no amendment, alteration, change or repeal of the bylaws shall be made without the vote or written consent of the holders of a majority of the stock of the Corporation. Elections of the directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein are granted subject to this reservation; provided, however, that no amendment, alteration, change or repeal of any such provision shall be made without the vote or written consent of the sole stockholder of the Corporation.

ARTICLE IX

In all events and under all circumstances:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law to, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(25) of the Code.

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit or be distributable to its incorporator, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purpose set forth in Article VI hereof, and (ii) to distribute, less expenses, to its shareholder as provided in paragraph (c) of this Article IX.

(c) The Corporation shall distribute its entire income, less expenses, within the meaning of Section 501(c)(25) of the Code, to its shareholder, which shall be an organization exempt from federal income taxation under Section 501(a) of the Code.

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ARTICLE X

Upon dissolution of the Corporation, all of the Corporation's assets and property of every nature and description remaining after payment or making provisions for the payment of all liabilities and obligations of the Corporation (other than those held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution), shall be distributed to the then existing stockholder of the Corporation, which must qualify as an organization exempt from federal income taxation under Section 501(a) of the Code.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of December, 2003.


Robert J. Robes, Incorporator

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

CORPORATION SERVICE COMPANY, having a business office at
1201 Hays Street, Tallahassee, Florida 32301, and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation of:

COMMONWEALTH OCEAN HAMMOCK, INC.

CORPORATION SERVICE COMPANY is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By: 

Brian Courtney
Asst. V. Pres.

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