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Division of Corporations

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To: Division of Corporations
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

OCEAN COMMUNITY INVESTMENTS CORP.

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ARTICLES OF INCORPORATION OF
OCEAN COMMUNITY INVESTMENTS CORP.

ARTICLE I - NAME

The name of the Corporation (the "Corporation") is OCEAN COMMUNITY INVESTMENTS CORP.

ARTICLE II - ADDRESS

The principal address and mailing address of the Corporation is 780 N.W. 42nd Avenue, Suite 600, Miami, Florida, 33126.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

Section 4.1. Nature of Business and Purposes of the Corporation. The nature of the business to be transacted by the Corporation and the purposes for which the Corporation is organized are as follows:

4.1.1. Specific Purposes. To function as a Qualified Community Development Entity, as defined in Section 45D(e) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal income tax law (the "Code"), by serving or providing investment capital for, Low-Income Communities, as defined in Section 45D(e) of the Code, or low-income persons, and to carry on any other business associated with the foregoing.

4.1.2. General Purposes. In general, to carry on any business and exercise all the powers, rights and privileges now or hereafter conferred by the laws of the State of Florida or of the United States upon corporations formed under such laws; to do any and all of the acts and things set forth in these Articles to the same extent as natural persons could do such acts and things in any part of the world, and to do such acts and things as principal agent, trustee or otherwise and either alone, in syndicates or in conjunction with any person, entity, syndicate, partnership, association or corporation, or governmental, municipal or public authority, whether such persons or entities are domestic or foreign; and to establish

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and maintain offices and agencies and exercise all or any of its corporate powers and rights throughout the world.

4.1.3. Accomplishment of Purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives or the furtherance of any of the powers set in this Article IV, and to do every other act and thing incidental to such purposes, objectives or powers or connected therewith, provided the same is not forbidden by the laws of the State of Florida or of the United States.

Section 4.2. Construction of Powers, Purposes and Objectives. Section 4.1 of this Article IV shall be construed as powers as well as purposes and objectives of the Corporation. Unless otherwise expressly provided for in these Articles, the matters expressed in each clause of Section 4.1 shall not be limited by reference to or inference from the terms of any other clause or any other article, but shall be regarded as independent powers, purposes and objectives. Moreover, the specific powers, purposes and objectives set forth in the foregoing clauses shall be construed to further and not to limit or restrict in any manner the general powers of the Corporation conferred upon it by the current and future laws of the State of Florida and of the United States and the naming of general terms under such laws. The inclusion of one power or objective in the foregoing clauses shall not be deemed to exclude another power or objective that is not expressly set forth, although the other power or objective may be of a like nature to the included power or objective.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Corporation Company of Miami, 201 S. Biscayne Blvd., Suite 1500BB, Miami, Florida 33131.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles of Incorporation is Bowman Brown, 201 S. Biscayne Boulevard, Suite 1500BB, Miami, Florida, 33131.

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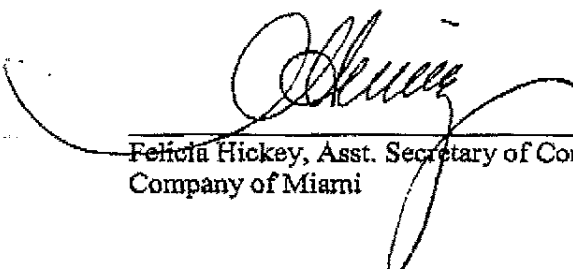
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 31st day of August, 2004.


Bowman Brown, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: August 31, 2004


Felicia Hickey, Asst. Secretary of Corporation
Company of Miami

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