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SEGRETARY OF STATE
AND A SECRETARY OF STATE

c.s. 12/1

KAUFMAN & CANOLES

A Professional Corporation 1-

Attorneys and Counselors at Law

Writer's Direct Dial 757 / 624-3298 csrawls@kaufcan.com

757 | 624-3000 fax: 757 | 624-3169 Mailing Address: P.O. Box 3037 Norfolk, VA 23514

150 West Main Street Suite 2100 Norfolk, VA 23510

October 27, 2004

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Tropical Coast of Miami Beach, Inc.

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced company, along with a check in the amount of \$78.75 for the filing fee.

Please send confirmation of this filing to me.

Thank you for your assistance in this matter.

Very truly yours,

Charlotte S. Rawls Commercial Paralegal

csr

Enclosures

#946676 v1

Chesapeake

Hampton

Newport News

Richmond

Virginia Beach

S. Rould

Williamsburg

www.kaufmanandcanoles.com

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150 West Main Street Suite 2100 Norfolk, VA 23510

November 19, 2004

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Tropical Coast of Miami Beach, Inc.

Florida Secretary of State Ref. No. W04000040973

Our Matter No. 108456

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced company. Please note the Articles were previously rejected and the check in the amount of \$78.75 for the filing fee was retained by you. A copy of your letter is enclosed.

Please send confirmation of this filing to me.

Thank you for your assistance in this matter.

Very truly yours,

Charlotte S. Rawls Commercial Paralegal

csr

Enclosures

#946676 v1

Chesapeake

Hampton

Newport News

Richmond

Virginia Beach

Williamsburg

www.kaufmanandcanoles.com



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood Secretary of State

November 8, 2004

KAUFMAN & CANOLES ATTN: CHARLOTTE S. RAWLS P.O. BOX 3037 NORFOLK, VA 23514

SUBJECT: TROPICAL COAST OF MIAMI BEACH, INC. Ref. Number: W04000040973

We have received your document for TROPICAL COAST OF MIAMI BEACH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2005 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carolyn Lewis Regulatory Specialist II New Filings Section

Letter Number: 104A00063813

2 PFC -1 W H: 1: 1

ARTICLES OF INCORPORATION OF TROPICAL COAST OF MIAMI BEACH, INC.

FILED BY 3.56
SECRETARY OF STATE Orida Williams

The un	ders	signed inco	rporator, fo	or the purp	ose of for	ming a cor	poration	under the	Floridaç
Busine	ss C	orporation	Act, hereb	y adopts t	he followi	ing Articles	s of Incor	poration.	Ž
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FIRST

The name of the corporation is Tropical Coast of Miami Beach, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is 105 Cannon Court W., Ponte Vedra Beach, FL 32082.

THIRD: The number of shares the corporation is authorized to issue is Four thousand five hundred (4,500).

FOURTH: The street address of the initial registered office of the corporation is 105 Cannon Court West, Ponte Vedra Beach, Florida, and the name of its initial registered agent at such address is Frank Attinger.

FIFTH:

The name and address of each incorporator is:

Nicole Harrell Duke, Esq. c/o Kaufman & Canoles, P.C. 150 W. Main Street, Suite 2100 Norfolk, VA 23510

SIXTH: Provisions for the regulation of the internal affairs of the corporation are set forth in the bylaws of the corporation except as follows:

- (a) To the full extent that the Florida Business Corporation Act, as it exists on the date hereof, or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the corporation shall not be liable to the corporation or its shareholders for monetary damages.
- (b) To the full extent permitted and in the manner prescribed by the Florida Business Corporation Act and any other applicable law, the corporation shall indemnify a director or officer

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