

DEC 17 2004 13:52

ACKERMAN LINK & SARTORY

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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: **BRIGITTE JOHNSON**
Account Name : ACKERMAN, LINK & SARTORY, P.A.
Account Number : 110435002274
Phone : (561)838-4100
Fax Number : (561)838-5305

APPROVED
AND
FILED
DEC 17 2004 10:09
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
NANTAHALA LIVING CORPORATION

Certificate of Status	1
Certified Copy	1
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ACKERMAN LINK SARTORY

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APPROVED
NO. 40 AND P. 2
FILED
04 DEC 17 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION
OF
NANTAHALA LIVING CORPORATION

ARTICLE I
NAME

The name of the corporation is NANTAHALA LIVING CORPORATION.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of engaging in real estate development and in any and all lawful business connected therewith.

ARTICLE IV
ADDRESS

The principal place of business and street address of the corporation shall be:

205 Westminster Road
West Palm Beach, FL 33405

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value per share common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 205 Westminster Road, West Palm Beach, FL 33405, and the name of the initial registered agent of the corporation at that address is Arni Shinitzky

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ARTICLE VII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Ami Shinitzky
205 Westininster Road
West Palm Beach, FL 33405

ARTICLE VIII
POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

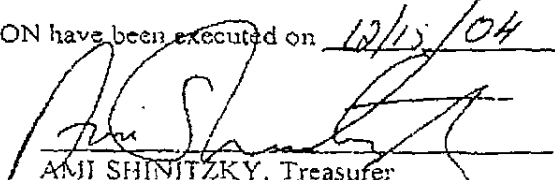
ARTICLE X
BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XI
INDEMNIFICATION

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

THESE ARTICLES OF INCORPORATION have been executed on 12/15/04


AMI SHINITZKY, Treasurer

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ACKERMAN LINK SARTORY

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NO. 4480 P. 4
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04 DEC 17 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

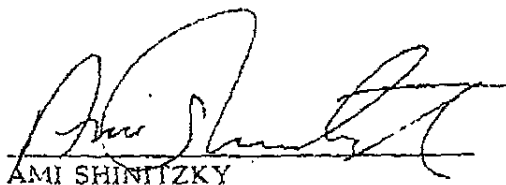
The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

NANTAHALA LIVING CORPORATION, desiring to organize under the laws of the
State of Florida with its registered office address, as indicated in the Articles of Incorporation, as
205 Westminster Road, West Palm Beach, FL 33405 has named AMI SHINITZKY as its agent
to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above-
stated corporation at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping
open such office.

DATED: 12/15/04


AMI SHINITZKY