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

From: Account Name : BEGGS & LANE
Account Number : I20020000155
Phone : (850) 432-2451
Fax Number : (850) 469-3331

*FILE No. 10268-44242***FLORIDA PROFTT CORPORATION OR P.A.****Portofino East Development, Inc.**

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**ARTICLES OF INCORPORATION
OF
PORTOFINO EAST DEVELOPMENT, INC.**

In compliance with the requirements of chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Portofino East Development, Inc. ("Corporation").

ARTICLE II

The existence of the Corporation shall begin on June 3, 2005, and shall be perpetual.

ARTICLE III

The street address of the principal office of the Corporation is Ten Portofino Drive, Pensacola Beach, Florida 32561.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 501 Commendencia Street, Pensacola, Florida 32502. The initial registered agent for the Corporation at that address is Beggs & Lane, a registered limited liability partnership.

ARTICLE VI

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the initial board of directors are:

Robert L. Rinke
Ten Portofino Drive
Pensacola Beach, Florida 32561

Allen R. Levin
Ten Portofino Drive
Pensacola Beach, Florida 32561

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ARTICLE VII

The name and street address of the person signing these articles of incorporation are:

David E. Hightower
501 Commendencia St.
Pensacola, Florida 32502

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 3rd day of June, 2005.




David E. Hightower

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Portofino East Development, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

Beggs & Lane, a registered limited liability partnership



By: David E. Hightower

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qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

ARTICLE 9. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2555 Ponce De Leon Blvd., Suite 300, Miami, Florida 33134 and the initial registered agent of this Corporation at such office shall be Francisco J. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE 10. - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Francisco J. Gonzalez	2555 Ponce De Leon Blvd. Suite 300 Miami, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3th day of June, 2005.



Francisco J. Gonzalez, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of National Minority Law Group, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

Date:



Francisco J. Gonzalez, Resident Agent