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

From:  
Account Name : HUNTON & WILLIAMS  
Account Number : I20000000236  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Rockaway Beach Corporation**

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROCKAWAY BEACH CORPORATION**

**ARTICLE I - NAME**

The name of the corporation is ROCKAWAY BEACH CORPORATION (hereinafter called the Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 550 Biltmore Way, Suite 970, Coral Gables, FL 33134.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

**ARTICLE V - BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall initially be one (1). The number of members of the Board of Directors may be increased or decreased from time-to-time in accordance with the Bylaws of the Corporation. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

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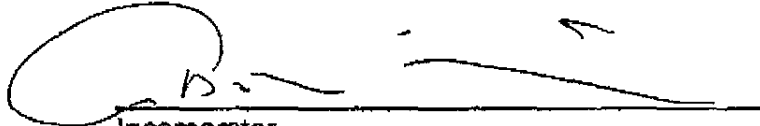
#### **ARTICLE VI - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Stuart K. Hoffman.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is Abigail C. Watts-FitzGerald.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of June, 2005.



Incorporator

**FILED**

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WITNESSETH:**

That, Rockaway Beach Corporation, desiring to organize under the laws of the State of Florida, has named Stuart Hoffman, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 20<sup>th</sup> day of June, 2005.

  
\_\_\_\_\_  
Stuart Hoffman  
Registered Agent