

FROM : Division of Corporations

AX NO.

2005 AUG 8 10:31 AM

P05000109971

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000188822 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : LAZARUS CORPORATE FILING SERVICE, INC.
Account Number : I20000000019
Phone : (305) 552-5973
Fax Number : (305) 220-1440

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 AUG -8 AM 10:31

FILED

**FLORIDA PROFTT CORPORATION OR P.A.
BAY HARBOR WATERFRONT PROPERTIES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

05 AUG 8 10:31 AM

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000188822

ARTICLES OF INCORPORATION

OF

BAY HARBOR WATERFRONT PROPERTIES, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: BAY HARBOR WATERFRONT PROPERTIES, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be One Thousand Dollars (\$1,000.00).


Jerry Mitkowsky
1900 Sunset Harbour Drive
#2106
Miami Beach, FL 33139

FILED
05 AUG -8 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000188822

H05000188822

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 1,000 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principal office of the corporation shall be: 1900 Sunset Harbour Drive, #2106, Miami Beach, FL 33139.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be one but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Jerry Mitkowsky
1900 Sunset Harbour Drive
#2106
Miami Beach, FL 33139

H05000188822

H05000188822

ARTICLE VIII

The name and address of the first officers of this corporation are as follows:

PRESIDENT/ SECRETARY/VICE PRESIDENT:

Jerry Mitkowsky
1900 Sunset Harbour Drive
#2106
Miami Beach, FL 33139

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The name and address of the initial incorporator is as follows:

Jerry Mitkowsky
1900 Sunset Harbour Drive
#2106
Miami Beach, FL 33139

ARTICLE XI

The designated registered agent for this corporation is Jerry Mitkowsky whose address is as follows:

Jerry Mitkowsky
1900 Sunset Harbour Drive
#2106
Miami Beach, FL 33139

H05000188822

FROM :

FAX NO. :

Jan. 20 2000 10:29PM P5

H05000108822

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

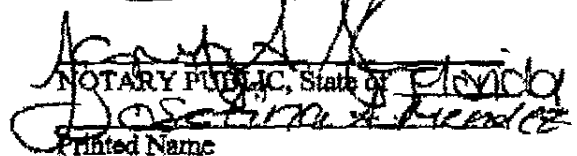
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for BAY HARBOR WATERFRONT PROPERTIES, INC. this 3RD day of August 2005.


JERRY MITKOWSKY

STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this 3RD day of August, 2005, personally appeared Jerry Mitkowsky, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for BAY HARBOR WATERFRONT PROPERTIES, INC. and has executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 3RD day of August 2005.


NOTARY PUBLIC, State of FLORIDA
Printed Name



Josefine A. Mendez
My Commission DC200564
Expires May 6, 2007

4

H05000108822

FROM :

FRX NO. :

Jan. 20 2000 10:29PM P6

H05000188022

CERTIFICATE OF DESIGNATION

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: BAY HARBOR WATERFRONT PROPERTIES, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 1900 SUNSET HARBOUR DRIVE, #2106, MIAMI BEACH, FL 33139, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING JERRY MITKOWSKY, 1900 SUNSET HARBOUR DRIVE, #2106, MIAMI BEACH, FL 33139. HAVING BEEN MADE 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 DUTIES.



REGISTERED AGENT
JERRY MITKOWSKY

8/3/05

DATE

H05000188822