

NOV-04-2005 12:16

KRAMER GREEN

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

SEABREEZE MORTGAGE & INVESTMENTS, INC.

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ARTICLES OF INCORPORATION
OF
SEABREEZE MORTGAGE & INVESTMENTS, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is SEABREEZE MORTGAGE & INVESTMENTS, INC.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South
Hollywood, FL 33021, phone: (954)966-2112

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). No director may be removed from office during his term except for cause. The name and address of the person to serve as members of the initial board of directors is:

Stuart Gottlieb
180 Edgewater Drive
Coral Gables, FL 33133

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

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ARTICLE IX
PRINCIPAL OFFICE

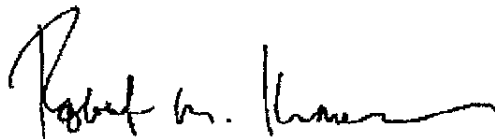
The initial mailing and street address of the principal office of the Corporation is:

c/o Stuart Gottlieb
180 Edgewater Drive
Coral Gables, FL 33133

ARTICLE X
TRANSFER OF SHARES

All of the Shareholders and the Corporation may enter into an agreement relating to the transfer of shares. Until such time, the Corporation shall have a "right of first refusal" for a period of sixty (60) days to purchase the shares of a Shareholder who desires to sell, for the same terms and conditions as a third party offer.

Executed by the undersigned on the 4TH day of November, 2005.



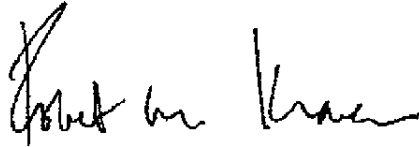
ROBERT M. KRAMER, INCORPORATOR

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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER, REGISTERED AGENT

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