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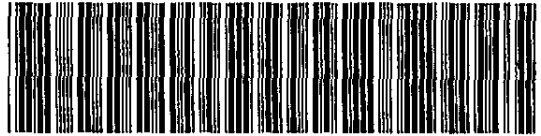
(Business Entity Name)

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Richard C. Peper, Jr., P.A.
Attorney at Law

(904) 646-2600
FAX (904) 646-2900
E-MAIL: RCPJR@aol.com

8833 PERIMETER PARK BOULEVARD
SUITE 602
JACKSONVILLE, FLORIDA 32216

December 1, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

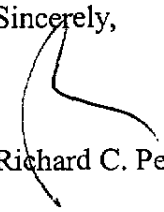
RE: Domestication of Foreign Corporation

Dear Sir:

Enclosed is an original and one copy of the Certificate of Domestication, the articles of incorporation for Altos Soleados Del Mar, Inc. and a check for \$137.50 which will include a fee of \$50.00 for the certificate of domestication, \$78.75 for the articles of incorporation and certified copy and \$8.75 for the certificate of status.

Please forward the documents requested above to the above address and if you have any questions, please do not hesitate to contact me.

Sincerely,



Richard C. Peper, Jr.

RCP/dbh
Enclosures

CERTIFICATE OF DOMESTICATION

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TALLAHASSEE, FLORIDA

The undersigned, JOANN G. ALLEN, Secretary of ALTOS SOLEADOS DEL MAR S.A., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was September 24, 2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Costa Rica.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ALTOS SOLEADOS DEL MAR S.A.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is ALTOS SOLEADOS DEL MAR, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Puntarenas, Garabito, Play Herradura, Los Suenos Resort, Los Suenos Marina Village, Office s of BLP Abogados and Costa Rica.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Secretary of Altos Soleados Del Mar, S.A. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 1st day of December, 2005.


JOANN G. ALLEN

ARTICLES OF INCORPORATION

of

ALTOS SOLEADOS DEL MAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation is **ALTOS SOLEADOS DEL MAR, INC.**

The principal office and mailing address for this corporation shall be:

136 Harbormaster Court
Ponte Vedra Beach, FL 32085

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business in the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issued 100 shares of no par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **136 Harbormaster Court, Ponte Vedra Beach, Florida 32085**, and the name of the initial registered agent of this corporation at that address is **JOANN G. ALLEN**.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have three initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Robert E. Schwegler
2 World Financial Center FL 38
New York, NY 10281-6100

Joann G. Allen
136 Harbormaster Ct.
Ponte Vedra Beach, FL 32085

Albert G. Allen
136 Harbormaster Ct.
Ponte Vedra Beach, FL 32085

ARTICLE VII
INCORPORATOR

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

RICHARD C. PEPER, JR.
8833 Perimeter Park Blvd. #602
Jacksonville, FL 32216

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE IX
INITIAL ISSUE AND TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Robert E. Schwegler	50 SHARES
Joann G. Allen	25 SHARES
Albert G. Allen	25 SHARES

ARTICLE X
OFFICERS

The name and post office address of the officer of this corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed and have qualified is as follows:

President: **Robert E. Schwegler**
 2 World Financial Center FL 38
 New York, NY 10281-6100

Secretary: **Joann G. Allen**
 136 Harbormaster Court
 Ponte Vedra Beach, FL 32085

Treasurer: **Albert G. Allen**
 136 Harbormaster Court
 Ponte Vedra Beach, FL 32085

ARTICLE XI
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

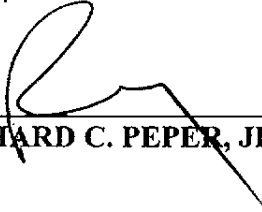
ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of December, 2005.




RICHARD C. PEPER, JR.

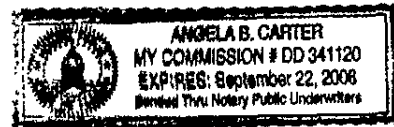
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **RICHARD C. PEPER, JR.**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal this 15th day of December, 2005, at Jacksonville, Duval County, Florida.



NOTARY PUBLIC, State of Florida at Large
My commission expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

First that **ALTOS SOLEADOS DEL MAR, INC.**, desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at
City of Jacksonville, County of Duval and State of Florida, has named **JOANN G. ALLEN**,
located at **136 Harbormaster Court, Ponte Vedra Beach, FL 32085**, as its agent to accept
service of process within the state.

ACKNOWLEDGMENT

Having been named 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 said Act relative to keeping said office open.


JOANN G. ALLEN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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