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FLORIDA PROFIT/NON PROFIT CORPORATION

Compson Sebastian Lakes Manager, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COMPSON SEBASTIAN LAKES MANAGER, INC.**

ARTICLE I: The name of the corporation is Compson Sebastian Lakes Manager, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II: The address of the principal office of the Corporation in the State of Florida is 980 North Federal Highway, Suite 314, Boca Raton, Florida 33432.

ARTICLE III: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV: The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, \$.01 par value per share.

ARTICLE V: The registered office of the Corporation in the State of Florida is 980 North Federal Highway, Suite 314, Boca Raton, Florida 33432. The name of its registered agent at that address is Michael Comparato.

ARTICLE VI: The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Jill N. Simon-Reisman	c/o Kronish Lieb Weiner & Hellman LLP 1114 Avenue of the Americas New York, New York 10036

ARTICLE VII: The Corporation may, to the fullest extent permitted by the FBCA, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

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Directors of the Corporation shall have no personal liability for monetary damages for breach of a fiduciary duty, or failure to exercise any applicable standard of care, of a director to the fullest extent permitted by the FBCA, as amended from time to time.

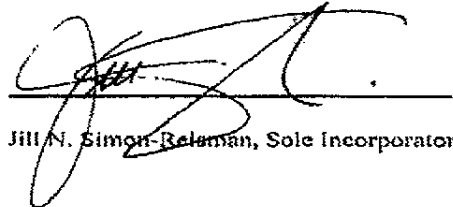
ARTICLE VIII: For the management of the business and for the conduct of the affairs of the Corporation, it is further provided that:

(a) in furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal the By-Laws of the Corporation in any manner not inconsistent with the laws of the State of Florida or these Articles of Incorporation;

(b) unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE IX: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred upon stockholders, directors and officers are subject to this reservation.

I, **THE UNDERSIGNED**, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the FBCA, do make these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 12th day of September, 2006.



Jill N. Simon-Beaman, Sole Incorporator

Acceptance by Registered Agent

Having been named as the registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligation of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this ____th day of September, 2006.



By: _____
Name: Michael Comparato
Title: Registered Agent