

**CAPITAL CONNECTION, INC.**

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-312-8062  
 FAX (904) 222-1222

**P95000010278**

PHONE

Service: Top Priority One Day Service      Regular Two Day Service

To us via      Return via

Matter No      Express Mail No

State Fee \$      Our \$

*WALK IN*

*005 00001*

FEB 7 1995      **RCD**

REQUEST      TAKEN      CONFIRMED      APPROVED  
 DATE  
 TIME      CK No.  
 BY      *Slc*

WALK-IN Will Pick Up *2-7*      *1:00*

of  
 RE: Inland Properties of Miami Beach, Inc.

C.C. FEE      DISBURSED

- Capital Expense
- Annual Report/Reinstatement
- Foreign Search
- Foreign Corp. File
- ( ) Cert Copy(s)
- Art of Amend File
- Dissolution/Withdrawal
- C U S
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s      Copies
- Courier Service
- Shipping/handling
- Phone ( )
- Top Priority
- Express Mail Prep
- FAX ( )      pgs

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

DIVISION OF CORPORATION  
 RECEIVED  
 FEB 7 1995  
 FILED

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days 18% per Annum

**THANK YOU**  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

February 7, 1995

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: ISLAND PROPERTIES OF MIAMI BEACH, INC.  
Ref. Number: W95000002795

We have received your document for ISLAND PROPERTIES OF MIAMI BEACH, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 095A00005194

FILED

SEP 27 1934

CERTIFICATE OF INCORPORATION

OF

Island Properties of Miami Beach, INC.

ARTICLE I

The name of this corporation shall be:

Island Properties of Miami Beach, INC.

ARTICLE II

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do and say any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts, and to erect, alter or maintain buildings and improvements; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever, to act as broker or agent for the purchase, sale, leasing and management of real estate and personal property and for the negotiating of loans thereon; to draw, accept, endorse, discount, buy and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same mortgage on its property or otherwise, to issue commission, subscribed for, take, acquire, hold, vote, exchange and deal in shares, stocks, bonds, obligations, or securities of

any government or authority, individual or corporation, domestic or foreign. To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same, to enter into or engage in any such business, trade or enterprise.

2. To buy or otherwise acquire, own, hold, manage, and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell and convey and mortgage, pledge lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security.

3. To lend and borrow money and execute, deliver, accept, take and receive notes, bonds, debentures or other evidence thereof, and mortgage, trust deeds, pledges or other securities for the payment of the same.

4. To acquire, discount, buy, own, hold, sell and otherwise dispose of and deal in stocks, bonds, mortgages, securities and notes and commercial papers of all descriptions.

5. To acquire by purchase, subscription or otherwise, and to hold as or for any investment or otherwise, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the bonds, notes or other securities or evidence of indebtedness and the shares of capital stock issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bond or other securities or evidence of indebtedness created by issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all the rights to vote the same; and to aid in any lawful manner any corporation or association of which the bonds, or other securities or evidence of indebtedness of the stock, are held by this company.

and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such stock, and to guarantee dividends upon the shares of capital stock or any other corporation in which this corporation at the time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of the notes, bonds, or other evidence of indebtedness created or issued by any such corporation.

6. And for the purposes of attaining or carrying out any of the objects of this corporation, to do any and all acts and things necessary or convenient in connection therewith, which may now or hereafter be authorized by the laws of the State of Florida.

7. To carry on the business of a holding company, and to purchase and acquire any merchandise of commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of same; to enter into or engage in any such business, trade or enterprise.

8. To carry on the business of agents and brokers in the purchase and sale of real estate, personal property and choses in action, to own, operate, buy, sell and manage hotels, groves, ice, gas, electric light and water plants, and stores of all kinds, for itself, and as agent for individual, co-partnership and corporations; to own, buy, sell and mortgage stocks and rights of every kind in other corporations, and to hold, vote and exercise all the above named powers for itself as owner, agent, broker, or otherwise, for a share of the compensation paid for such services or for a commission due agent, for the placing and handling of all classes of insurance, including life, fire, tornado, accident, theft, collision, property

damage, marine, indemnity, fidelity, and all as freely as a natural person could do, and to sell, convey, assign, mortgage, and transfer any and all property, real, personal or equitable, acquired by the corporation; to do, adopt and prescribe by-laws, rules and regulations appropriate for the transaction of the business of the corporation, and to amend the same, and shall have all of the rights, powers and privileges granted to corporations by Section Seven(7) and Section(8) Right of Chapter 10096 of the Laws of 1925, and to do and perform all other acts and things which may be necessary or desirable in carrying out the full intent and purpose of this corporation.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is fifty (50) shares of common stock of no par value. The above mentioned stock shall be the only participating stock of this corporation.

Stock of this corporation shall be paid for in lawful money of the United States of America, or in property, labor or services, the just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner provided for in the Statute.

#### ARTICLE IV

The amount of capital which this corporation will begin business with is FIVE HUNDRED(\$500.00)DOLLARS.

#### ARTICLE V

The corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this corporation shall be at:

*100 West 10th Street, Detroit, Michigan*

ARTICLE VII

The names and post-office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws, and the Corporation Laws of the State of Florida for 1925, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LORENZO FRAGALA	1150 KANE CONCOURSE Suite 401 Bay Harbor, Fl. 33154

There shall be no less than three Directors.

ARTICLE VIII

The names and post-office addresses of each subscriber to the Certificate of Incorporation, and the number of shares that each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
LORENZO FRAGALA	1150 KANE CONCOURSE Suite 401 Bay Harbor, Fl. 33154	100	\$500

The proceeds of the stock subscribed for as stated herein, are equal to the capitalization of FIVE HUNDRED(\$500.00) DOLLARS, as stated in Article IV.

1

ARTICLE IX

In furtherance, and not in limitation of the powers of Statute, the Board of Directors are expressly authorized:

To make and alter the By-Laws of this corporation:

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and liens upon real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, books and accounts of this corporation (other than the stock books) or any of them, shall be open to inspection of stockholders; and no stockholder shall have any rights of inspecting any account, book, or document of this corporation except as conferred by Statute, unless authorized by a resolution of the stockholders or directors.

If the By-Laws provide to designate two or more of its members to constitute an executive committee, which committee shall, for the time being, as provided for in said resolution or in the By-Laws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative votes of stockholders of record holding stock in the corporation, entitling them to exercise at least a majority of the voting power given at the stockholder's meeting duly called for that purpose, or when authorized by the written consent of the stockholders of record holding stock in the corporation entitling them to exercising at least a majority of voting power, the Board of Directors



shall have power and authority at any meeting, to sell, lease or exchange, all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as the Board of Directors of the Corporation deem expedient and for the best interests of the corporation.

This corporation may in its By-Laws confer power upon its Directors in addition to the foregoing, and in addition to its powers and authorities expressly conferred upon them by Statute.

Both Stockholders and Directors shall have powers, if the By-Laws provide so, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of Statute), outside of the State of Florida, at such place as may from time to time be designated by the Board.

#### ARTICLE X

The officers of this corporation are as follows:

LORENZO FRAGALA

PRESIDENT

VICE-PRESIDENT

LORENZO FRAGALA

SECRETARY-TREASURER

#### ARTICLE XI

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

FF

ARTICLE XII

The registered office of the Corporation is :  
1150 KANE CONCOURSE SUITE 401 BAY HARBOR, FL. 33154  
and the registered agent for the Corporation is :  
LORENZO FRAGALA

ARTICLE XIII

It is expressly understood that this corporation is being organized under U.S. Internal Revenue Code Section 1244.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business, both within and without the State of Florida, to make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectfully agree to take the number of shares of stock hereinbefore set forth and accordingly have hereunto set our hands and seals this 1 day of FEBRUARY 1995.

Lorenzo Fragala (L.S.)  
LORENZO FRAGALA - PRES

Lorenzo Fragala (L.S.)  
LORENZO FRAGALA SEC/TREASURER

\_\_\_\_\_  
(L.S.)

STATE OF FLORIDA :

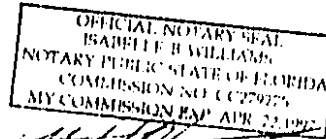
SS.

COUNTY OF DADE :  
MIAMI

AFFIDAVIT

BE IT REMEMBERED, that on this 6 day of February  
19 94, personally appeared before me, a Notary Public for the  
State of Florida, LORENZO FRAGALIA

the parties to the foregoing Certificate of Incorporation,  
known to me personally to be such, and severally acknowledged  
the said Certificate to be the act and deed of the signers  
respectively, and that the facts therein stated are truly set  
forth.



*[Handwritten Signature]*  
NOTARY PUBLIC STATE OF FLORIDA

FILED

SEP 27 1969

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 18 (91) Florida Statutes, the following is submitted, in compliance with said Act:  
First—That Island Properties of Miami Beach, INC.

a corporation duly organized and existing under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation at City of Miami Beach

County of Dade State of Florida

has named LORENZO FRAGALA

located at 1150 KANE CONCOURSE Suite 401 BAY HARBOR, FL 33154  
(Street address and number of building, P. O. Box address not acceptable.)

City of Miami Beach County of Dade

State of Florida, as its agent to accept service of process within this state.

OFFICERS:

AFFIX TITLES:  
NAME

SPECIFIC ADDRESS

LORENZO FRAGALA PRESIDENT

1150 KANE CONCOURSE Suite 401

LORENZO FRAGALA SECRETARY-TREASURER

SAME

BAY HARBOR, FL 33154

DIRECTORS: (THREE (3) required by law)  
NAME

SPECIFIC ADDRESS

LORENZO FRAGALA

1150 KANE CONCOURSE Suite 401

BAY HARBOR, Florida 33154

LORENZO FRAGALA

same

LORENZO FRAGALA

same

By Lorenzo Fragala  
(Corporate Officer)

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Lorenzo Fragala

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, for domestic Corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and or directors.