

2/10/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
((H95000001718)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33135 701-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 641-3694
FAX: (305) 641-3770

(((H95000001718))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BAY HARBOUR DEVELOPMENT, INC.
FAX AUDIT NUMBER: H95000001718 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/10/1995 TIME REQUESTED: 18:04:15
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 10 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000001718)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:11:1

FILED
95 FEB 13 AM 8:41
TALLAHASSEE, FLORIDA

2/13

2000000000

H9500000 171 8

ARTICLES OF INCORPORATION
OF
BAY HARBOR DEVELOPMENT, INC.

FILED
95 FEB 13 AM 8:41
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: BAY HARBOR DEVELOPMENT, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and the general nature of the business to be transacted by this corporation shall include, but not be limited to:

(a) To engage in the business of advising other businesses or serving as a consultant for other businesses regarding any matter whatsoever, to acquire by purchase, lease, or otherwise and to improve and develop and manage real property. To erect buildings, private or public, of all kinds, and to sell or rent same or portions of same. To buy, sell, mortgage, lease, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein, and to manage real estate of all kinds for others.

This instrument prepared by:
Elliott Harris, Esq.
FBN 097072
111 S.W. 3rd Street, 6th Floor
Miami, Florida 33130
(305) 358-1046

H9500000 171 8

H 9500000 171'8

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

(d) To contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, a scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation,

H 9500000 171'8

joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) To act as general partner in limited partnerships, to do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Florida or any part of the world as principals or agents, or otherwise, alone or in company with others, without restriction as to time, place or amount, to carry on any other business in connection with the foregoing purposes, and to have and exercise all of the powers conferred by the laws of Florida upon corporations formed under its laws.

H9500000 171 8

ARTICLE III

The street address and the mailing address of the corporation is: 111 S.W. 3rd Street, Sixth Floor, Miami, Florida 33130.

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,500 shares of common stock at NO par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

The capital stock is being issued pursuant to Section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein by reference and made a part hereof.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Sixth Floor McCormick Bldg., 111 S.W. 3rd Street, Miami, Florida 33130 and the name of the initial registered agent of this corporation at that address is Elliott Harris. The board of Directors may, from time to time, move the registered office to any other address in Florida.

H 9500000 171 8

The office of the corporation shall be at 111 S.W. 3rd Street, Sixth Floor, Miami, Florida 33130.

ARTICLE VII. DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in

H 9500000 171 8

0 T J T N N N N N C K J J

No contract or other transaction between this corporation and any other corporation, or limited partnership, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or limited partnership; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or limited partnership or is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of the corporation which shall authorize any such contract or transaction, and may vote

H9500000 171 8

thereat to authorize any such contract or transaction, with like force and effect as if there were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.
INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial directors and initial officers of this corporation are:

Haskel Mayer
Apt. 715
600 N.E. 36th Street
Miami, Florida 33137

President and Director

Jennifer Mayer
Apt. 715
600 N.E. 36th Street
Miami, Florida 33137

Vice President, Secretary
and Director

Elliott Harris
111 S.W. 3rd Street
Sixth Floor
Miami, Florida 33130

Assistant Secretary

ARTICLE IX. INCORPORATORS

The name and street address of each of the Incorporators, being subscribers of these Articles of Incorporation are:

ELLIOTT HARRIS
Sixth Floor McCormick Building
111 S.W. Third Street
Miami, Florida 33130

H9500000 171 8

H9500000 171 8

ARTICLE X.

No Stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered in writing for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The written offer shall set forth the price and terms and shall be sent by certified mail, return receipt requested, to each stockholder at the address listed on the corporation's books. The right to transfer the stock to a person not a stockholder refuse the offer made as provided above or until they fail for a period of 30 days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the corporation. A restrictive legend shall appear on all shares to be issued.

ARTICLE XI.

Elliott Harris, having been named to accept service of process for this corporation, at the place designated in the Articles of Incorporation, hereby agrees to act in the capacity of Registered Agent, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


ELLIOTT HARRIS

H9500000 171 8

H9500000 171 8

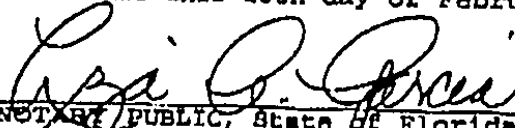
IN WITNESS WHEREOF, the undersigned incorporator has
subscribed to these Articles of Incorporation this 10th day of
February, 1995.


ELLIOTT HARRIS, Incorporator

STATE OF FLORIDA)
SS.
COUNTY OF DADE)

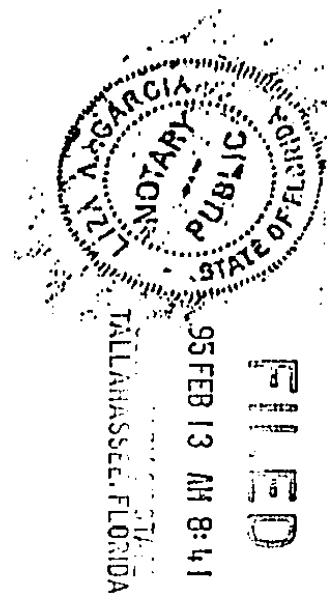
BEFORE ME, the undersigned authority, personally appeared
ELLIOTT HARRIS, who is personally known to me and who being by me
first duly sworn, states under oath that the facts contained in the
foregoing Articles of Incorporation are true and that he executed
the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 10th day of February,
1995.


NOTARY PUBLIC, State of Florida
Liza A. Garcia

My commission expires:

3/31/95



H9500000 171 8