

P95000012996

STORAGE, LUPINO, GREGG & CASEY

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

100360 OVERSEAS HIGHWAY

KEY LARGO, FLORIDA 33037

(305) 451-1200

FAX NO. 451-1256

(305) 248-8848 MIAMI DIRECT LINE

MICHAEL R. STORAGE, P.A.
JAMES S. LUPINO, P.A.
MARK H. GREGG, P.A.
DENNIS P. CASEY, P.A.

FILED
95 FEB 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI

8875 SUNSET DRIVE • SUITE 801

MIAMI, FLORIDA 33143

(305) 861-4221

FAX NO. 865-2334

January 20, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

800001387208
-01/23/95--01030--017
****122.50 ****122.50

Re: Articles of Incorporation
SUNSET COVE, INC.

Dear Sir or Madam:

Enclosed please find an two original copies of the Articles of Incorporation of Sunset Cove, Inc., together with our check in the sum of \$122.50 to cover the cost of filing same.

Please forward the conformed copy to our office at the Key Largo address as indicated above.

Sincerely,

James S. Lupino

JSL:db
Enclosures

51
2/16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1995

STORACE, LUPINO, GREGG & CASEY
100360 OVERSEAS HWY.
KEY LARGO, FL 33037

SUBJECT: SUNSET COVE, INC.
Ref. Number: W95000001847

We have received your document for SUNSET COVE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 995A00003323

STORAGE, LUPINO, GREGG & CASEY

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

100380 OVERSEAS HIGHWAY

KEY LARGO, FLORIDA 33037

(305) 451-1200

FAX NO. 451-1255

(305) 248-8848 MIAMI DIRECT LINE

MICHAEL R. STORAGE, P.A.

JAMES S. LUPINO, P.A.

MARK H. GREGG, P.A.

DENNIS P. CASEY, P.A.

MIAMI

5975 SUNSET DRIVE • SUITE 801

MIAMI, FLORIDA 33143

(305) 661-4221

FAX NO. 665-2334

February 10, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Sharon Tala

Re: Articles of Incorporation
SUNSET COVE RESORT, INC.
Ref: W95000001847
Letter: 995A00003323

Dear Ms. Tala:

We have enclosed a copy of your letter dated January 20, 1995. We have also enclosed two original sets of Articles of Incorporation for Sunset Cove Resort, Inc. I specifically bring your attention to the fact that the name of the corporation was changed from the originally selected name of Sunset Cove, Inc.

In order to use the name of Sunset Cove Resort, Inc. we have obtained the authorization of the President and Secretary of the corporation known as Sunset Cove Motel, Inc., and have enclosed that authorization herein, the same being notarized.

Please file the above Articles and return the conformed copy to our office at the Key Largo address as it appears in this letterhead.

Sincerely,



James S. Lupino

JSL:db
Enclosures

FILED
95 FEB 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 9 , 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Sharon Tala
Document Specialist Supervisor

Re: Sunset Cove, Inc.
Ref: W95000001847
Letter Number: 995A00003323

Dear Ms. Tala:

The undersigned, Robert D'Arpa, as President and Mary Winters D'Arpa, as Secretary of the corporation known as SUNSET COVE MOTEL, INC., do hereby consent to the use of the corporate name of Sunset Cove, Inc. by Dana Rae Murphy, Lawrence Murphy, Roger Dunham and C.W. Norton, and do hereby give our authorization for the filing of Articles to incorporate under the name of Sunset Cove, Inc. or Sunset Cove Resort, Inc.

Robert D'Arpa
ROBERT D'ARPA, as President
Sunset Cove Motel, Inc.

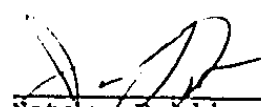
Mary Winters D'Arpa
MARY WINTERS D'ARPA, Secretary
Sunset Cove Motel, Inc.

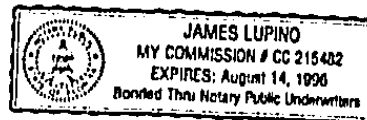
STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 9th day of February, 1995, by Robert D'Arpa, as President and Mary Winters D'Arpa, as Secretary of Sunset Cove Motel, Inc., a Florida

Secretary of State
Division of Corporations
February 9 , 1995
Page 2

corporation, on behalf of the corporation. I relied upon the
following form of identification of the above named persons:
personally known


Notary Public
Print Name: James Lupino
My Commission Expires:



ARTICLES OF INCORPORATION

OF

SUNSET COVE RESORT, INC.

The corporation is organized under the laws of the State of Florida, by and under the provisions of said State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit. We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: **SUNSET COVE RESORT, INC.**

ARTICLE II

Purpose

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

Operation of a motel.

To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida,

FILED
05 FEB 15 PM 3:31
RECEIVED
SUNSET COVE RESORT, INC.

in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, shops, plants and commissaries to be used in or in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporates to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissionmen, factors, franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind or nature, and to sell, purchase and deal with merchandise of every kind of nature.

To acquire the goodwill, rights, and property, and to

undertake the whole or any part of the assets or liabilities of any person, firm association, or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property to purchase; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contract of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities to issue its own shares of stock, bonds, notes, debentures or other evidences or indebtedness, obligations, securities, certificates, or receipts purchased or required by it;

and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences or indebtedness, obligations, securities, certificates or receipts.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things have enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or include in any or all of the general powers given, and:

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural which is not specifically prohibited by the laws of the State of Florida,

United States of America any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III **Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is seven thousand, five hundred (7,500) shares of common stock of One Dollar (\$1.00) par value.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV **Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holder of the outstanding Common Shares.

ARTICLE V **Duration**

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VI **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that

which he may already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Initial Office

The Registered Agent and street address of the initial registered office of this corporation is: Dana Rae Murphy, 99630 Overseas Highway, Key Largo, Florida 33037 and the mailing address of the Registered Agent is P.O. Box 99, Key Largo, Florida 33037.

ARTICLE VIII
Directors

The initial number of directors of this corporation shall be four (4). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

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

<u>Name</u>	<u>Address</u>
Dana Rae Murphy	P.O. Box 99, Key Largo, FL 33037
Lawrence Murphy	P.O. Box 99, Key Largo, FL 33037
Roger Dunham	99630 Overseas Hwy, Key Largo, FL 33037
C.W. Norton	99630 Overseas Hwy, Key Largo, FL 33037

ARTICLE IX
Subscribers

The names and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Dana Rao Murphy	P.O. Box 99, Key Largo, FL 33037

ARTICLE X
Indemnification

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

ARTICLE XI

The corporation shall have the further right and power to:

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

The Corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective 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 the Statutes of the State of Florida) outside the State of Florida,

at such places as may from time to time be designated by the Board of Directors.

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.

Dated this 9 day of Feb., 1995.

Dana Rae Murphy
DANA RAE MURPHY

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned authority, personally appeared, DANA RAE MURPHY, to me known to be the person described in and who executed the attached the foregoing Certificate of Incorporation, and who acknowledge before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth. I relied upon the following identification of the above named person:

FL Drivers License.

IN WITNESS WHEREOF, I have hereunto set my hand and Official seal at Key Largo, Monroe County, Florida, this 9 day of February, 1995.



DONNA CORTINA
MY COMMISSION # 00344334 EXPIRES
FEBRUARY 4, 1998
BONDED THIRD TRUST INSURANCE, INC.

Donna Cortina
NOTARY PUBLIC, State of Florida
Print Name DONNA CORTINA
My Commission Expires:

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First--that SUNSET COVE RESORT, INC., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 99630 Overseas Highway, Key
Largo, Florida 33037, has named Dana Rae Murphy, located at 99630
Overseas Highway, City of Key Largo, State of Florida, as its agent
to accept service of process within Florida.

SIGNATURE *Lawrence C. Blush*
(CORPORATE OFFICER)

TITLE *Pres*

DATE *2/9/95*

Having been named to accept service of process for this
above-stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all Statutes relative to the
proper and complete performance of my duties.

SIGNATURE *Dana Rae Murphy*
(REGISTERED AGENT)

DATE *2/9/95*

FILED
95 FEB 15 PM 12:01
TALLAHASSEE FLORIDA