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## EFFECTIVE DATE

March 23, 1995

100001440811  
-03/27/95--01105--014  
\*\*\*\*131.25 \*\*\*\*131.25

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

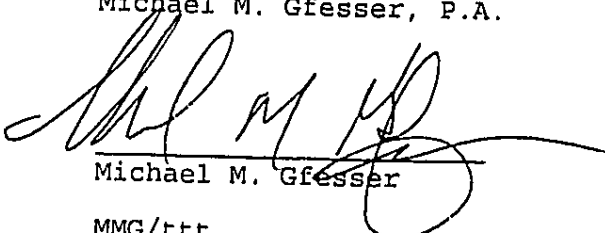
Re: Incorporation of Ocean Place Development Corporation

Dear Personnel:

Enclosed please find a check in the amount of \$131.25 for filing of the enclosed Articles of Incorporation, Good Standing Certificate and Certified Copy.

Thank you for your assistance in this matter.

Sincerely,  
Michael M. Gfesser, P.A.

  
Michael M. Gfesser

MMG/ttt  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 AM 10:11

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**EFFECTIVE DATE**

3-23-95

ARTICLES OF INCORPORATION OF

OCEAN PLACE DEVELOPMENT CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name

The name of the proposed corporation shall be OCEAN PLACE DEVELOPMENT CORPORATION.

ARTICLE II

Duration

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares with ONE DOLLAR (\$1.00) Par Value of Each Share, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to beat the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

## ARTICLE V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 901 US Highway One, Suite 1, Juno Beach, FL 33408. The principal address and the registered office address are the same- 901 US Highway One, Suite 1, Juno Beach, FL 33408.

The name of the initial registered agent of this corporation is Eric Meyer with an address of 901 US Highway One, Suite 1, Juno Beach, FL 33408.

## ARTICLE VI

### Initial Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Rodney Sarkela- 901 US Highway One, Suite 1, Juno Beach, FL 33408

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

Directors need not be residents of the State of Florida unless these Articles or the Bylaws so require.

## ARTICLE VII

### Subscribers

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

Rodney Sarkela- 901 US Highway One, Suite 1, Juno Beach, FL 33408.

## ARTICLE VIII

### Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not

inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

#### ARTICLE IX

##### Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

#### ARTICLE X

##### Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

#### ARTICLE XI

##### Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

#### ARTICLE XII

##### Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Rodney Sarkela

President, Secretary, Treasurer


#### ARTICLE XIII

##### Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes Section 607.17 providing that corporate existence may begin up to five days before filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct this 23rd day of March, 1995.

Subscriber:

  
\_\_\_\_\_  
Rodney Sarkela

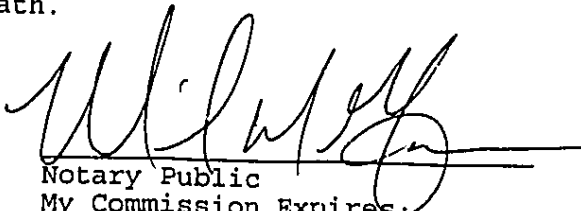
STATE OF FLORIDA

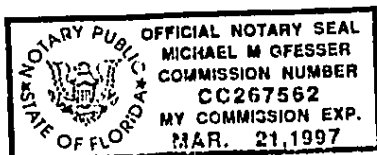
COUNTY OF PALM BEACH

)  
) SS:  
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THE FOREGOING INSTRUMENT was acknowledged before me this 23 day of March, 1995, by Rodney Sarkela. He has produced a Florida Drivers License and did take an oath.

(Notary Seal)

  
\_\_\_\_\_  
Notary Public  
My Commission Expires.



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That OCEAN PLACE DEVELOPMENT CORPORATION desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 901 US Highway One, Suite 1, Juno Beach, FL 33408 has named Eric Meyer as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the 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.

Eric Meyer  
Eric Meyer