

**P95000037781**

*Hughes Hubbard & Reed*  
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

801 Brickell Avenue

Miami, Florida 33131

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ONE WALL STREET  
NEW YORK, NEW YORK 10005  
212-904-7000

330 MADISON AVENUE  
NEW YORK, NEW YORK 10017  
212-875-4100

1801 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20004  
202-462-6200

888 SOUTH FLOWER STREET  
LOS ANGELES, CALIFORNIA 90011  
213-488-8140

47, AVENUE GEORGES HANDEL  
75118 PARIS, FRANCE  
1-800-0001

May 5, 1995

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32301

200001484532  
-05/11/95--01080--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Key Biscayne Villas, Inc.

Dear Sirs:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Department of State. Also enclosed is a check for \$122.50 as payment for the following:

1. Filing fee	\$ 35.00
2. Registered agent fee	35.00
3. Certified copy of articles	<u>52.50</u>
	\$122.50

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed.

Thank you for your assistance in this matter.

Very truly yours,

*Yleana Aguilar*  
Yleana Aguilar  
Legal Assistant

EFFECTIVE DATE

MAY 5 1995

Enclosures

R95-1863  
SDG

FILED  
MAY 11 PM 2:15  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
KEY BISCAYNE VILLAS, INC.

RECEIVED  
MAY 11 1995  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME AND PRINCIPAL OFFICE

The name of this corporation is Key Biscayne Villas, Inc. and its initial principal office is located at 276 Seaview Drive, Key Biscayne, Florida 33149.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock, each at \$1.00 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and registered office of this corporation is:

John E. Pearson  
276 Seaview Drive  
Key Biscayne, Florida 33149

ARTICLE V

BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of this corporation and their addresses are:

John E. Pearson  
276 Seaview Drive  
Key Biscayne, FL 33149

Laura J. Pearson  
276 Seaview Drive  
Key Biscayne, FL 33149

**EFFECTIVE DATE**

MAY 5 1995

## ARTICLE VI

### OFFICERS

The names, addresses and positions of the initial officers of the corporation are set forth below and such persons shall hold such offices until their successors are elected by the Board of Directors:

John E. Pearson  
276 Seaview Drive  
Key Biscayne, FL 33149

President and Secretary

Laura J. Pearson  
276 Seaview Drive  
Key Biscayne, FL 33149

Vice President and  
Treasurer

## ARTICLE VII

### INCORPORATOR

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

John E. Pearson  
276 Seaview Drive  
Key Biscayne, Florida 33149

## ARTICLE VIII

### INDEMNIFICATION

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

## ARTICLE IX

### BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

## ARTICLE X

### CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5 day of May, 1995.

  
Incorporator

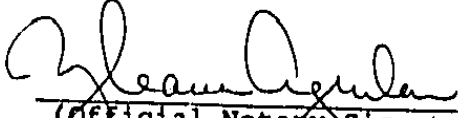
STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared John E. Pearson, who is personally known to me or who has produced satisfactory evidence of identification and known by me to be the person who executed the foregoing Articles of Incorporation of Key Biscayne Villas, Inc. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of May, 1995.

OFFICIAL NOTARY SEAL  
YLEANA AGUILAR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC430796  
COMMISSION EXP. JAN. 2, 1999

OFFICIAL NOTARY SEAL  
YLEANA AGUILAR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC430796  
MY COMMISSION EXP. JAN. 2, 1999

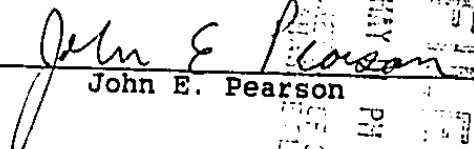
  
(Official Notary Signature  
and Notary Seal)

YLEANA AGUILAR  
(Name of Notary Typed,  
Printed or Stamped)

ACCEPTANCE BY REGISTERED AGENT

John E. Pearson hereby accepts the appointment to serve as resident registered agent upon whom process may be served for Key Biscayne Villas, Inc., the above named corporation.

This acceptance is dated the 5 day of May, 1995.

By   
John E. Pearson

95 MAY 5 PM 2:15  
STATE OF FLORIDA  
DADE COUNTY