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KLEIN & FORTUNE

PAGE 02

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1/29/96

FLORIDA DIVISION OF CORPORATIONS  
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TO, DIVISION OF CORPORATIONS

FROM, KLEIN AND ASSOCIATES, P.A.

DEPARTMENT OF STATE

881 NORTHEAST 125TH ST.

STATE OF FLORIDA

400 EAST GAINES STREET

NORTH MIAMI FL 33181-0000

TALLAHASSEE, FL 32399

CONTACT, RON KLEIN

FAX, (904) 822-4000

PHONE, (305) 891-8100

FAX, (305) 891-8104

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DOCUMENT TYPE, FLORIDA PROFIT CORPORATION OR P.A.

NAME, SANDPIPER LUXURY APTS., INC.

FAX AUDIT NUMBER, H96000001362

CURRENT STATUS, REQUESTED

DATE REQUESTED, 01/29/1996

TIME REQUESTED, 11:35:44

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CERTIFICATE OF STATUS, 0

NUMBER OF PAGES, 5

METHOD OF DELIVERY, FAX

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January 29, 1996

KLEIN AND ASSOCIATES, P.A.

N MIAMI, FL

SUBJECT: SANDPIPER LUXURY APTS., INC.  
REF: W96000002208

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

\*\*\*SEE PAGE 1 AND REGISTERED AGENT CERTIFICATE.\*\*\* ALSO,  
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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Loria Poole  
Corporate Specialist

FAX Aud. #: H96000001362  
Letter Number: 196A00003856

LAW OFFICES  
**KLEIN AND FORTUNE, P.A.**  
901 NORTHEAST 125TH STREET  
NORTH MIAMI, FLORIDA 33161

DADH: (305) 891-6100  
HROWARD: (305) 435-4044  
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**TELECOMMUNICATION TRANSMITTAL**

PLEASE  
NOTE  
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DATE: JANUARY 29, 1996 OUR FILE NO.:                       
TO: DIVISION OF CORPORATIONS FAX: (204) 922-4000  
FROM: RONALD G. KLEIN PHONE:                       
REGARDING: CORPORATION FILING FOR SANDPIPER BEACH, INC.  
SPECIAL INSTRUCTIONS:                     

DESCRIPTION OF INSTRUMENTS FAXED	NUMBER OF PAGES
Electronic Filing Cover Sheet	1
Articles Of Incorporation	4
Designation Of Registered Agent	1

**Total Number of Pages Sent Including This Transmittal Page** 7

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VERIFICATION OF RECEIPT OF FAX BY \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_

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Prepared By:  
Ronald G. Klein, Esq.  
901 N.E. 125th Street  
North Miami, Florida 33161  
305-891-6100

Florida Bar Number 230030

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

- of -

**Sandpiper Beach, Inc.**

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

**ARTICLE I**

**NAME**

The name of the corporation shall be: Sandpiper Beach, Inc.

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) real property management;

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall

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be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

#### ARTICLE IV

##### SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 4815 Georgia Avenue, West Palm Beach, Florida 33405; and the name of the corporations initial Registered Agent at such address is Mark Rodberg.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

#### ARTICLE VI

##### DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

Mark Rodberg  
4815 Georgia Avenue  
West Palm Beach, Florida 33405

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**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator of this corporation is:

Mark Rodberg  
4815 Georgia Avenue  
West Palm Beach, Florida 33405

**ARTICLE VIII  
ADDITIONAL POWERS**

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserves.

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ARTICLE IX

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNITY

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

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at West Palm Beach, Palm Beach County, Florida, on January 25<sup>th</sup> 1996.

Mark Rodberg (SEAL)  
Mark Rodberg

STATE OF FLORIDA )

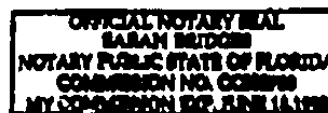
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, Mark Rodberg, to me known to be the person denoted in and who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at West Palm Beach, Palm Beach County, Florida, this January 25<sup>th</sup> 1996.

Sarah B...  
Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR 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:

First, the Sandpiper Beach, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named Mark Rodberg, located at 4815 Georgia Avenue, County of Palm Beach, West Palm Beach, Florida 33405, as its agent to accept service of process within this State.

**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.

  
Mark Rodberg  
Registered Agent

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SS JUN 30 PM 3:00  
TALLAHASSEE, FLORIDA