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February 23, 1996

Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Malibu Properties, Inc.*

900001728253
-02/29/96--01068--021
***122.50 ***122.50

Dear Sir/Madam:

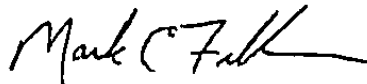
Enclosed for filing is the original copy of the Articles of Incorporation with respect to the above-referenced name, together with a check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$35.00
Resident Agent Designation	\$35.00
Certified Copy	<u>\$52.50</u>
Total	\$122.50

Please certify the enclosed conformed copy of the Articles of Incorporation and return it to the attention of the undersigned in the envelope provided.

If there are any questions regarding the foregoing, please contact the undersigned.

Very truly yours,



Mark C. Filburn

MCF/rg

Enclosures

FILED
96 FEB 29 PM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
3/4/96

**ARTICLES OF INCORPORATION
OF
MALIBU PROPERTIES, INC.**

FILED
96 FEB 29 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the Corporation is:

Malibu Properties, Inc.

ARTICLE II - TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III - NATURE OF BUSINESS

The purpose or purposes for which this corporation is being organized are:

To engage in any activity or business permitted under the laws of the United States of American and of the State of Florida.

To generally have and exercise all powers rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerate or incidental to the purposes and powers herein named or for the enhancement of the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is one hundred (100) shares, of capital stock with a value per share and for such consideration as shall be determined by the Board of Directors to be adequate. The shares of the Corporation are not to be divided into classes, and shall have unlimited voting rights.

ARTICLE V - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial street address of the initial principal office of the Corporation is: 6120 Indian Meadows Drive, Orlando, Florida 32819.

The street of the Corporation's initial registered office and the name of its initial registered agent at that office are:

Mark C. Filburn, Esquire
First Union Tower, Suite 1107
20 North Orange Avenue
Orlando, Florida 32801

ARTICLE VI - INCORPORATOR

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

Fernando Piancastelli
6120 Indian Meadows Drive
Orlando, Florida 32819

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors who need not be residents of the State of Florida or shareholders of the Corporation may be increased or decreased from time to time by amendment to or in the manner provided in the By-Laws. The name and address of the initial Director of this Corporation is:

Fernando Piancastelli
6120 Indian Meadows Drive
Orlando, Florida 32819

ARTICLE VIII - POWERS

The Corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

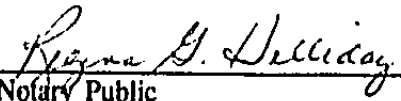
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, on this 23rd day of February, 1996.



Incorporator - Fernando Piancastelli

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of February, 1996, by Fernando Piancastelli, who is personally known to me or who has produced N/A as identification.



Notary Public



REGINA G. HOLLIDAY
My Commission CC494708
Expires Sep. 11, 1999

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida,

1. The name of the corporation is: **Mallibu Properties, Inc.**
2. The name and address of the registered agent and office is:

Mark C. Filburn, Esquire
First Union Tower, Suite 1107
20 North Orange Avenue
Orlando, Florida 32801

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Mark C. Filburn

Dated: 2/23/96

FILED
96 FEB 29 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA