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BARRETT, CHAPMAN & RUTA  
PROFESSIONAL ASSOCIATION

RICHARD LEE BARRETT  
VICTOR L. CHAPMAN\*  
R. STEVEN RUTA  
ANTOINETTE DIPALMA FLOGSTEDT  
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April 18, 1996

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

4000001781104  
-04/23/96 - 01146 - 005  
+++122.50 +++122.50

Re: American Waterfront Management, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed to cover the filing fee and the expense of a certified copy.

Please file the original copy and return the certified copy to the undersigned.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me.

Very truly yours,

VICTOR L. CHAPMAN

VLC/kll  
Enclosures

APR 26 1996. BSB

EFFECTIVE DATE  
4-17-96

FILED  
96 APR 22 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN WATERFRONT MANAGEMENT, INC.

FILED  
96 APR 22 PM 1:16  
SECOND CLERK STATE  
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

4-10-96

ARTICLE I  
NAME

The name of this corporation is **AMERICAN WATERFRONT MANAGEMENT, INC.**

ARTICLE II  
PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 2235 Via Tuscany, Winter Park, Florida 32789.

ARTICLE III  
SHARES

The number of shares the corporation is authorized to issue is 5,000 shares par value of \$1.00 dollar per share.

ARTICLE IV  
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and street of the initial Registered Agent and office of this corporation is Bryan Savago, 2235 Via Tuscany, Winter Park, Florida 32789.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

Bryan Savago

2235 Via Tuscany  
Winter Park, Florida 32789

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is Bryan Savago, 2235 Via Tuscany, Winter Park, Florida 32789.

**ARTICLE VIII  
PURPOSE**

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

**ARTICLE IX  
EFFECTIVE DATE**

Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to the filing of these Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 19th day of April, 1996.

  
Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.

  
Registered Agent