

P960000041072

Charter Number Only

5/13/96 Estelle

Requestor's Name
HARRY WEITZER
Address
5901 NW 151 St #120
MIAMI LAKES FL 33014
City State ZIP Phone
819-4663A

VALIDATION ONLY

4000001820284
-05/14/96--01035--024
*****70.00 *****70.00

CORPORATION(S) NAME

WEITZER MALIBU BOY, INC

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out | <input type="checkbox"/> Mail Out |

RECEIVED
MAY 14 AM 10:25
DIVISION OF CORPORATION

EMPIRE Toll Free: 1-800-432-3028

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

Handwritten signature/initials

ARTICLES OF INCORPORATION
OF
WEITZER MALIBU BAY, INC.

FILED
96 MAY 14 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Weitzer Malibu Bay, Inc.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.

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 hereinabove enumerated or incidental to the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

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 Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Share."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5901 N. W. 151 Street, Suite 120, Miami Lakes, Florida 33014 and the name of the initial registered agent of this Corporation at that address is Harry Weitzer. This is also the mailing address of the Corporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial Director of this Corporation is:

Harry Weitzer
5901 N. W. 151 Street
Suite 120
Miami Lakes, Florida 33014

ARTICLE VII

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two, three, or four classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE VIII
AMENDMENTS TO
ARTICLE OF INCORPORATION
AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at it is request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII

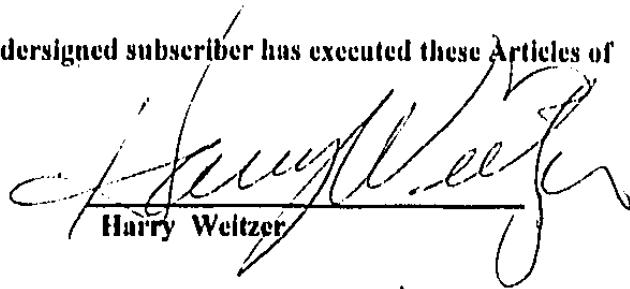
INCORPORATOR

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

Harry Weitzer
5901 N.W. 151 Street
Suite 120
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated:


Harry Weitzer

ACKNOWLEDGMENT

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

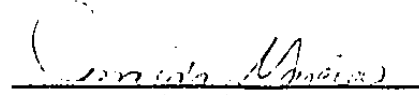
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Harry Weitzer, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of May, A.D., 1996.

Seal:



OMaida GARCIA
My Commission CC614810
Expires Dec. 03, 1999


Notary Public
State of Florida at Large

CERTIFICATE DESIGNATING REGISTERED AGENT

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

Weltzer Malibu Bay, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Harry Weltzer, located at 5901 N.W. 151 Street, Suite 120, City of Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at a 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.


HARRY WEITZER
REGISTERED AGENT

FAUSERIED\MALIBU\ARTICLES.INC

FILED
96 MAY 14 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA