

1201 HAYS STREET  
ROOM 1000  
P96000047020



PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 974918 85423A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 4, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 974918

CUSTOMER NO: 85423A

CUSTOMER: Keith D. Diamond, Esq  
KEITH D. DIAMOND, ESQ

Bank Atlantic, Fourth Floor  
46 Southwest First Street  
Miami, FL 33130

500001849878  
-00/04/96--0103--021  
\*\*\*122.50 \*\*\*70.00

DOMESTIC FILING

NAME: OCEAN REEF MANAGEMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED  
95 JUN -4 AM 10:24  
DIVISION OF CORPORATION

CP  
6/4/96

ARTICLES OF INCORPORATION

OF

OCEAN REEF MANAGEMENT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUN -4 PM 12:22

ARTICLE I

The name of this corporation is Ocean Reef Management, Inc. The principal address of the corporation is 46 S.W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of One Hundred Dollars (\$100.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 46 S. W. First Street, Suite 400, Miami, Florida 33130 and the name of the registered agent of this corporation at that address is Keith D. Diamond.

ARTICLE VI

This corporation shall have one (1) director initially. The number of director(s) may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this corporation and of the corporation are:

Joe Eidelstein

46 S.W. First Street, #400  
Miami, Florida 33130

ARTICLE VII

The name and address of the person signing these Articles is Keith D. Diamond, 46 S. W. First Street, Fourth Floor, Miami, Florida 33130.

**ARTICLE VIII**

The power to adopt, alter, named or repeal By-Laws shall be vested in the Florida General Corporation Act.

**ARTICLE IX**

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

**ARTICLE X**

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

**ARTICLE XI**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of June, 1996.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.

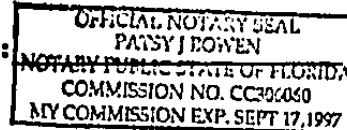
\_\_\_\_\_  
KEITH D. DIAMOND  
Subscriber and Registered Agent

STATE OF FLORIDA    )  
                              :    ss.  
COUNTY OF DADE    )

3rd The foregoing instrument was acknowledged before me on this day of June, 1996, by Keith D. Diamond, who is personally known to me.

Patsy J. Bowen  
NOTARY PUBLIC, State of Florida  
At Large

Print Name:



My Commission Expires:



REFERENCE 485868 85423A

COST' LIMIT' : PREPAID

I have  
change

000002258255--00  
00/05/97--01078--005  
\*\*\*\*35.00 \*\*\*\*35.00

\*\*\*35.00 \*\*\*35.00

Amend

CUSTOMER: Keith D. Diamond, Esq  
Keith D. Diamond, Esq  
Bank Atlantic, Fourth Floor  
46 Southwest First Street  
Miami, FL 33130

FILED  
97 AUG -5 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME: OCEAN REEF MANAGEMENT, INC.

**EFFECTIVE DATE:**

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING, AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
 XX PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD-STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED  
97 AUG -5 AM 11:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

\*00789, 02545, 00542, 00672



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

August 12, 1997

CSC  
1201 Hays Stroot  
Tallahassee, FL 32301

SUBJECT: OCEAN REEF MANAGEMENT, INC.  
Ref. Number: P96000047020

**RECEIVED**  
Please give original  
submission date as file date.

We have received your document for OCEAN REEF MANAGEMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 997A00040686

**RECEIVED**  
97 AUG 12 AM 10:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



RECEIVED

FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State CORPORATION

August 5, 1997

CSC  
1201 Hays Stroot  
Tallahassee, FL 32301

SUBJECT: OCEAN REEF MANAGEMENT, INC.  
Ref. Number: P96000047020

**RESUBMIT**  
Please give original  
submission date as file date

We have received your document for OCEAN REEF MANAGEMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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*new  
name  
still  
unavailable*

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

*Is Mr. Erdelstein a director?*

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 897A00039770

RECEIVED  
97 AUG 11 PM 2:13  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
OCEAN REEF MANAGEMENT, INC.

FILED  
97 AUG -5 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

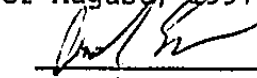
Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE I - The name of this corporation is ROM MIAMI, INC. The principal address of the corporation is 46 S.W. First Street, Suite 400, Miami, Florida 33130.

The Amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 4 day of August, 1997.

  
JOEL EIDELSTEIN  
Typed or Printed Name  
President / DIRECTOR  
Title