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BERNSTEIN & BERGER, P.A.

SUITE 1707 NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33109

JEFFREY A. BERNSTEIN  
DAVID B. BERGER

June 21, 1996

TELEPHONE 374-4555  
AREA CODE 305  
FAX 374-1780

FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

8000001875203  
-06/25/96--01110--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Bayhaven Investments, Inc.

Gentlemen:

Enclosed you will please find the original and one copy of the Articles of Incorporation of Bayhaven Investments, Inc. and my check in the amount of \$122.50. Please file the same and forward a conformed copy to this office. A return Federal Express airway bill is enclosed for this purpose.

Thank you for your attention to this matter.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY

JEFFREY A. BERNSTEIN, ESQ.

4/30/96  
JD

RECEIVED  
JAN 24 11:31  
CLERK OF COURT  
JAN 24 11:31

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is BAYHAVEN INVESTMENTS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into any and all aspects of the real estate business or any other lawful purpose. It shall have every corporate power granted by the Florida Legislature.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is five thousand (5,000), \$1.00 par value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The address of the principal office and the mailing address of the corporation are as follows:

1414 N.W. 107 Avenue  
Suite 215  
Miami, FL 33172

ARTICLE VI

The street address of the initial registered office of this corporation is:

1414 N.W. 107 Avenue  
Suite 215  
Miami, FL 33172

and the name of the initial registered agent of this corporation at that address is Arthur R. Scott.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two. The names and the addresses of the initial Directors of this corporation are:

Arthur R. Scott  
1414 N.W. 107 Avenue  
Suite 215  
Miami, FL 33172

Richard C. West  
1414 N.W. 107 Avenue  
Suite 215  
Miami, FL 33172

ARTICLE VIII

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

Arthur R. Scott  
1414 N.W. 107 Avenue  
Suite 215  
Miami, FL 33172

## ARTICLE IX

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share and any authorized and unissued and Treasury Stock of this corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

## ARTICLE X

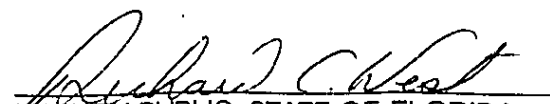
This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of June 1996.

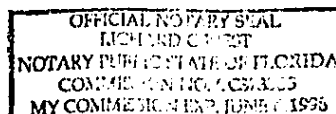
  
ARTHUR R. SCOTT

STATE OF FLORIDA:  
COUNTY OF DADE:

SWORN to and SUBSCRIBED before me this 20<sup>th</sup> day of June 1996 by Arthur R. Scott, who is personally known to me or who produced \_\_\_\_\_ as identification and who did take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA

SEAL



**CERTIFICATE DESIGNATING REGISTERED 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--That BAYHAVEN INVESTMENTS, 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 Miami, County of Dade, State of Florida, has named Arthur R. Scott located at 1414 N.W. 107 Avenue, Suite 215, Miami, Florida 33172 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the 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.

  
ARTHUR R. SCOTT, REGISTERED AGENT