

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

P97000008251

**CSC networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 305-661-5066

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : 1-22-1997

ORDER TIME : 2:00

ORDER NO. : 231962

CUSTOMER NO: 4357795

CUSTOMER: Bent Alexander & Associates, Inc.  
P.O. Box 330895  
Miami, Florida 33233-0895

000002065350--7

FILED  
97 JAN 22 PM 2:39  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SURFSIDE HOLDING, INC.

RECEIVED  
97 JAN 22 PM 2:37  
DIVISION OF CORPORATION

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel Leggett

EXAMINER'S INITIALS:

GAIL Shelby GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT PA  
DATE 1-28-97  
DOC. EXAM KR

W97-1670  
KR 1-23

*KLR*  
1-28-97



RECEIVED

FLORIDA DEPARTMENT OF STATE PH 2: 17  
Sandra B. Mortham  
Secretary of State DIVISION OF CORPORATION

January 23, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: SURFSIDE HOLDING, INC.  
Ref. Number: W97000001670

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for SURFSIDE HOLDING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent listed is an incomplete name. Please list the corporation's complete name. A post office box is not an acceptable address for the registered agent. Please identify the person signing on behalf of the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 297A00003359

**Articles of Incorporation**

**Of**

**Surfside Holding, Inc.**

**Article I**

**Name**

The name of this Corporation is

**Surfside Holding, Inc.**

**Article II**

**Principal Office and Mailing Address of the Corporation**

The principal office and mailing address of this Corporation is

P.O. Box 330895  
Miami, FL 33233-0895

**Article III**

**Capital Stock**

This Corporation is authorized to issue 10,000 shares of \$ 0.01 par value common stock, which shall be designated "Common Shares".

**Article IV**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is

420 Blue Road  
Coral Gables, Florida 33146

and the name of the initial registered agent of this Corporation at that address is

**Bert Alexander & Associates, INC.**

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SECRET  
TALLAHASSEE, FLORIDA

## **Article V**

### **Director Quorum and Voting**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a directors or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and address of the initial director of this corporation is:

Humberto L. Irigoyen  
420 Blue Road  
Coral Gables, FL 33146

## **Article VI**

### **Nature of Business**

This Corporation is being formed for the following purposes :

- a) To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

## **Article VII**

### **Voting Requirements for Shareholders**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## **Article VIII**

### **Amendments to Articles of Incorporation and By-Laws**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## **Article IX**

### **Powers**

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

## **Article IX**

### **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 its request as a director, officer, employee or agent or 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 judgement, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be 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 XI**

### **Incorporator**

The name and address of the person signing these Articles is

Humberto L. Irigoyen  
420 Blue Road  
Coral Gables, FL 33146

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on this 13th day of January 1997.

Bert Alexander & Associates, INC.

By : 13. [Signature]

### Acknowledgment

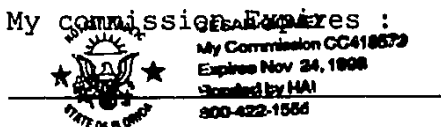
State of Florida )  
                              ) SS  
County of Dade    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Humberto L. Irigoyen, known to me and known by me to be an authorized officer of Bert Alexander & Associates, Inc. and he acknowledged before me that he executed said Articles of Incorporation as an officer of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and affixed seal in the State and County aforesaid, this 13th day of January 1997.

[Signature]  
Notary Public  
State of Florida at Large

My commission Expires :



**Acceptance of Registered Agent**

Having been named to accept service of process for Surfside Holding, Inc. at the place designated in the Articles of Incorporation, Bert Alexander & Associates, INC. agrees to act in this capacity, and agrees to comply with the provisions of section 48.091 relative to keeping open such office.

Date 1/13/97

B. Irigoyen  
Bert Alexander & Associates, Inc.  
Registered Agent  
Bert Irigoyen

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97 JAN 22 PM 2:39  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE