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ACCOUNT NO. : 072100000032

REFERENCE : 334216 6469B

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizzuto

ORDER DATE : April 17, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 334216-005

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CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst
MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

RECEIVED

97 APR 17 AM 10:45

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: EMERALD OCEAN DEVELOPMENT
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: Harry B. Davis

EXAMINER'S INITIALS: _____

FILED
97 APR 17 AM 11:29
TALLAHASSEE, FLORIDA

84 APR 17 1997

EFFECTIVE DATE
4/16/97

ARTICLES OF INCORPORATION
OF
EMERALD OCEAN DEVELOPMENT, INC.

FILED
97 APR 17 AM 11:29
SEC.
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Emerald Ocean Development, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at c/o Dimension III Financial, 7651 Ashley Park Court, Suite 405, Orlando, Florida 32835, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

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

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date of execution of these Articles of Incorporation and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be SunTrust Center, Suite 3000, 200 South Orange Avenue, Orlando, Florida 32801. The initial registered agent of the Corporation at the registered office shall be A. Guy Neff.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of five (5) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Jo Bursey	c/o Dimension III Financial 7651 Ashley Park Court Suite 405 Orlando, Florida 32835
Dipak Jobalia	c/o Dimension III Financial 7651 Ashley Park Court Suite 405 Orlando, Florida 32835
Ethan Day	c/o Dimension III Financial 7651 Ashley Park Court Suite 405 Orlando, Florida 32835
Andy Pace	c/o Dimension III Financial 7651 Ashley Park Court Suite 405 Orlando, Florida 32835

Jack Moore

c/o Dimension III Financial
7651 Ashley Park Court
Suite 405
Orlando, Florida 32835

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation
is:

<u>Name</u>	<u>Address</u>
A. Guy Neff	SunTrust Center Suite 3000 200 South Orange Avenue Orlando, Florida 32801

Executed this 16th day of April, 1997.


A. Guy Neff, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


A. Guy Neff,
Registered Agent

Date: 4/16/97

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97 APR 17 AM 11:29
TALLAHASSEE, FLORIDA
STATE