

BROAD AND CASSEL
ATTORNEYS AT LAW

P97000050438

MURRAY D. SHEAR, P.A.
MIKE SEGAL, P.A.
JEFFREY A. DEUTCH, P.A.
PATRICIA LEDOW, P.A.
C. KEN BISHOP, P.A.
ROBERT D. GATTON, P.A.
RICHARD B. McFARLAND, P.A.
C. DAVID BROWN, II, P.A.
F. VERNON BENNETT
MARWIN S. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATILLO, P.A.
DOUGLAS MANNHEIMER, P.A.
MARTIN R. PRESS, P.A.
MICHAEL A. DRIBIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAFKIN
CHARLES S. STRATTON, P.A.
JAMES E. SLATER, P.A.
WILLIAM C. PHILLIPPI, P.A.
ALAN S. LEDERMAN, P.A.
GABRIEL L. IMPERATO, P.A.
DAVID K. MILLER, P.A.
ROBERT T. ROSEN, P.A.
ANDREW COTZIN, P.A.
KELLY OVERSTREET JOHNSON, P.A.
RANDAL M. ALLIGOOD, P.A.
JAMES J. WHEELER, P.A.

JEFFREY F. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUB, P.A.
PETER M. CARDILLO, P.A.
JACK R. ELLIOTT, P.A.
VIRGINIA EASLEY JOHNSON, P.A.
JOSE I. ROJAS, P.A.
JOSE A. SANTOS, JR., P.A.
NINA S. GORDON, P.A.
STEVEN ELLISON
AMY S. SCHLOSSER, P.A.
DEBORAH H. JOHNSON, P.A.
RONALD M. GACHÉ, P.A.
RICHARD N. MILIAN, P.A.
LENORE SCHILLER, P.A.
ANNE NOVICK BRANAN, P.A.
A. JEFFREY ROBINSON, P.A.
DALE S. BERGMAN, P.A.
MARSHALL S. HARRIS, P.A.
ROBERT E. JOHNSON, P.A.
DAWN LANKFORD DOWLING, P.A.
KATHLEEN L. DEUTSCH, P.A.
MICHAEL P. BENNETT, P.A.
THOMAS J. PALMIERI, P.A.
GARY W. JOHNSON, P.A.
CHRISTOPHER D. ROLLE, P.A.
MARIAN W. SCHLOW, P.A.
JAY ADAMS
JOYCE L. ELDEN

DONALD P. DUFRESNE
JEFFREY J. SUTER
BARBARA del CASTILLO
MICHAEL R. KERCHER
ROY S. KOBERT
J. BRIAN BAIRD
MICHAEL P. NIDO, JR.
C. CHRISTOPHER KILLER
RICHARD M. BENRUBI
DOUGLAS E. STARCHER
GARY E. LEHMAN
DAVID J. POWERS
JONATHAN J. ELLIS
GENE E. CRICK, JR.
KATHIERINE CASTOR
DAVID L. KARIAN
JANE B. PALMIER
ROBERT ALFERT, JR.
ROBERT F. MALLETT
KEITH F. WHITE
EDGAR A. BENES
JAMARA CARMICHAEL
ELISABETH E. Q. SCHOLLES
ROSE PARISH-RAMON
PETER M. BERNHARDT
LEIGH ANN MURVIN
LINDA C. FRAZIER
STEVE WASERSTEIN
MICHAEL MANTHEI
RODGER HOCHMAN

KEVIN H. SUTTON
LESTER J. PERLING
DAVID A. ROBERTS
DAVID F. LEON
DEBRA B. POTTER
JANA M. YAW
CARL S. ROSEN
HOWARD M. ROBINSON
ANDREA J. FOWLER
CAROLINE MONTANUS
LUANN M. DOMINGUEZ
TYRONE L. LUFMAN
MANUEL R. VALCARCEL, IV
ALBERTO de CARDENAS

OF COUNSEL:

SHEPARD BROAD
ALVIN CASSEL
NORMAN BROAD, P.A.
I. BURTON SPRAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. GERLACH
KENNETH EDELMAN
WILLIAM P. BURNS
JODI B. LAURENCE
JEANNE K. DAMIRGIAN

FIFTH FLOOR
400 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FL 33401
(561) 832-3300
FAX (561) 655-1109

June 5, 1997

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

Re: Island Estates, Inc.

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the above-captioned proposed corporation. The duplicate has been subscribed and acknowledged by the incorporator in the same manner as the original.

A check in the amount of \$122.50 is enclosed to cover the following costs:

| | |
|----------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL | \$122.50 |

Please endorse your approval of the Articles of Incorporation, certify and return both copies to me.

JUN 9

BSB

Very truly yours,

Donald P. Dufresne

ARTICLES OF INCORPORATION
OF
ISLAND ESTATES, INC.

FILED
97 JUN -6 AM 9:02
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ISLAND ESTATES, INC.

The address of the principal office of this corporation shall be:

125 Chateau Drive
Palm Beach, Florida 33480

and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business related to general business.

ARTICLE III. AUTHORIZED SHARES

The Corporation shall be authorized to create and issue shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Donald P. Dufresne, Esquire.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The name and street address of the initial members of the Board of Directors are:

| | |
|----------------------|---|
| Judith Schlager | 125 El Mirasol Palm Beach, Florida 33480 |
| Baylie Rosenberg | 25 Chateau Drive Palm Beach, Florida 33480 |
| S. Lawrence Schlager | 125 El Mirasol Palm Beach, Florida 33480 |
| Dr. Marvin Rosenberg | 25 Chateau Drive Palm Beach, Florida 33480 |

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

S. Lawrence Schlager
125 El Mirasol
Palm Beach, Florida 33480

President/Treasurer

Dr. Marvin Rosenberg
25 Chateau Drive
Palm Beach, Florida 33480

Vice President/Secretary

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald P. Dufresne, Esquire
Broad and Cassel
400 Australian Avenue, 5th Floor
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 5th day of June, 1997.

By: _____

Donald P. Dufresne, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Quality Fabrication, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401 has named Donald P. Dufresne, Esquire, located at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____

Donald P. Dufresne, Esquire
Registered Agent

FILED
91 JUN 16 AM 9:02
TALLAHASSEE, FLORIDA