

P97000107641

Waterford Bay Venture, Inc.  
P.O. Box 510265  
Melbourne Beach, Florida 32951

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December 15, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700002379517--5  
-12/22/97--01113--019  
\*\*\*\*122.50 \*\*\*\*122.50

Good morning:

Please file the attached Articles of Incorporation for Waterford Bay Venture, Inc. and assign a document number at your earliest convenience. Enclosed with this letter is a check in the amount of \$122.50 in payment of the filing fee and in payment of a certification.

We appreciate your cooperation.

Sincerely,

  
Peter Flotz  
Incorporator

FILED  
97 DEC 22 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 12/23/97

**ARTICLES OF INCORPORATION**  
**OF**  
**Waterford Bay Venture, Inc.**

**FILED**  
**97 DEC 22 PM 3:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is Waterford Bay Venture, Inc.

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

**ARTICLE IV**

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

#### **ARTICLE V**

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly can be done without issuing fractional shares), at the price at which it is offered to others.

#### **ARTICLE VI**

The initial street and mailing address of the principal place of business of the corporation is 325 Fifth Avenue, Indialantic, Florida, 32903. The initial address in Florida of the initial registered office of this Corporation is 325 Fifth Avenue, Indialantic, Florida 32903, and the name of the initial registered agent of this Corporation at that address is David Dyer.

#### **ARTICLE VII**

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or subsequently diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the persons who shall serve as the initial Board of Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Peter Flotz  
1408 C Atlantic Street  
Melbourne Beach, FL 32951

David W. Nock  
4205 So. Hwy A1A  
Melbourne Beach, FL 32951

**ARTICLE VIII**

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

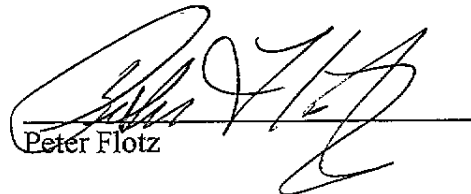
**ARTICLE IX**

The name and address of the initial incorporator is as follows: Peter Flotz, 1408 C Atlantic Street, Melbourne Beach, FL 32951.

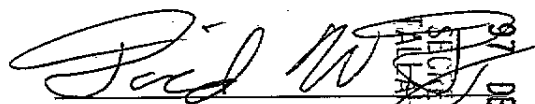
**ARTICLE X**

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Indialantic, Brevard County, Florida, this \_\_\_\_ day of \_\_\_\_\_ 1997.

  
Peter Flotz

I declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
David Dyer, Registered Agent

97 DEC 22 PM 3:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF Brevard

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, PETER FLOTZ, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 15<sup>th</sup> day of December, 1997.

  
NOTARY PUBLIC

My commission expires:

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