

P980000004384



January 7, 1998

Department of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32304

000002397310--0  
-01/12/98--01112--009  
\*\*\*\*131.25 \*\*\*\*131.25

Re: Viscaya Investment Corporation

Dear Sir/Madam:

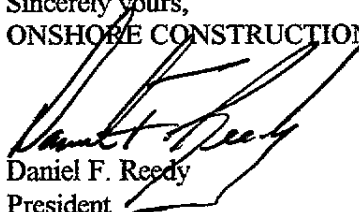
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check for \$131.25 representing payment of the following:

Filing Fee, Certified Copy, and Certificate

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

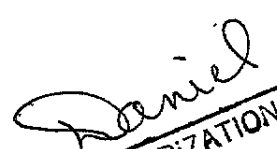
Please do not hesitate to contact me should you need additional information or should you have a problem with the enclosed Articles. Thank you in advance for your efforts in this matter.

Sincerely yours,  
ONSHORE CONSTRUCTION

  
Daniel F. Reedy  
President

Enclosures, as stated

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 14 PM 3:30

  
AUTHORIZATION BY PHONE TO  
CORRECTING CORP name  
DATE 1/14/98  
DOC. EXAM ST

ST 1/14

Onshore Construction & Development, Inc.

106 Commerce Way, Suite A-10 Jupiter, FL 33458

Office: 561.744.8331 Fax: 561.743.0705

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 14 PM 3:30

**ARTICLE OF INCORPORATION**  
**OF**  
**VIA VISCAYA DEVELOPMENT CORPORATION.**

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation for profit under the laws of the State of Florida, hereby execute these Articles of Incorporation for the purpose of providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

**Name of Corporation**

The name of this corporation shall be VIA VISCAYA DEVELOPMENT CORPORATION

**ARTICLE II**

**General Nature of Business**

The general nature of the business to be transacted by this corporation shall be any and all lawful business for which corporations may be organized and incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**STOCK**

The authorized capital stock of this corporation shall consist of 2000 shares of common stock having a par value of \$1.00 per share, said 2000 shares being the maximum number of shares which the corporation may issue and have outstanding at any time. All or part of the capital stock may be payable and paid for in property, real, personal, or mixed, or in labor or services, or in any other consideration, as may be determined. Any and all such shares so issued

shall be and constitute fully paid stock and not liable to any further call or assessment thereon, and the holder or holders of such shares shall not be liable for any further payment therefor or thereon.

#### ARTICLE IV

##### CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

#### ARTICLE V

##### CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with law.

#### ARTICLE VI

##### Address

The principal office and place of business of the corporation shall be in Palm Beach County, Florida, with the privilege of establishing branch offices and places of business at other places within or without the State of Florida. The street address of the principal office of the corporation within the State of Florida and its initial registered office shall be **106 Commerce Way, Suite A10, Jupiter, Florida 33458**; provided, however, that the stockholders may from time to time move the principal office to any other address within the State of Florida. The name of its initial registered agent at its initial registered office shall be Daniel F. Reedy.

#### ARTICLE VII

##### MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by its stockholders rather than by a board of directors. In the management of the business of the corporation, the act of the

stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

## ARTICLE VIII

### INITIAL STOCKHOLDERS

The names and street addresses of the first stockholders of the corporation who shall manage the business of the corporation is as follows:

Daniel F. Reedy

8194 Country Estates Way

Jupiter, Florida 33458

and

Arturo Burigatto

192 Welsh Pool Road

Exton, Pennsylvania 19341

## ARTICLE IX

### Subscribers

The names and street addresses of the subscribers to these Articles of Incorporation is as follows:

Daniel F. Reedy

8194 Country Estates Way

Jupiter, Florida 33458

and

Arturo Burigatto  
192 Welsh Pool Road  
Exton, Pennsylvania 19341

## ARTICLE X

### Special Provisions

(a) Every stockholder, upon the sale for cash of any new stock herein authorized, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is issued to others, which price may be in excess of par.

(b) No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers and stockholders of this corporation is or are interested in, or is a stockholder, director or officer, or are stockholders, directors or officers, of such other corporation, and any stockholder or stockholders, officer or officers, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which the corporation is interested, and no contract, act or transaction in the absence of fraud, shall be affected or invalidated by the fact that any stockholder or stockholders, officer or officers, of the corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a stockholder or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may have an interest. Any stockholder of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a stockholder or director of such subsidiary or controlled corporation.

(c) The stockholders, in addition to choosing the president, vice president, secretary and treasurer of the corporation, may choose such other officers as they shall deem advisable, and such officers shall serve for such term and have such duties as may be prescribed by the By-Laws or by resolution of the stockholders. Any person may hold two (2) or more offices, except that the president may not also be the secretary or assistant secretary.

(e) The stockholders shall have the power by resolution or by appropriate action inscribed in the minutes of its meetings to appoint or provide for the appointment of an executive committee, manager, or business manager, who to the extent provided for in said resolution or in said minutes, shall have and may exercise such powers as the stockholders grant or authorize.

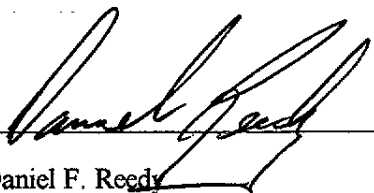
#### ARTICLE XI

##### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6<sup>th</sup> day of

January, 1998.

  
Daniel F. Reedy

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that before me personally appeared **Daniel F. Reedy** who is personally known to me to be the individual described in and who executed the foregoing Articles

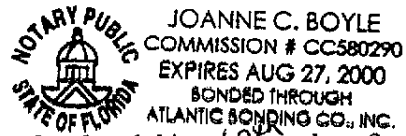
of Incorporation of Viscaya Investment Corporation, and who acknowledged before me that he executed the same for the purposes therein expressed and who did not take an oath.

WITNESS my hand and seal in the State and County aforesaid this 6<sup>th</sup> day of January, 1997. *8 jcb*

*Joanne C Boyle*

Notary Public, State of Florida at Large

My Commission Expires:



IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12<sup>th</sup> day of December, 1997.

*Arturo Burigatto*

Arturo Burigatto

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that before me personally appeared **Arturo Burigatto** who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation of Viscaya Investment Corporation, and who acknowledged before me that he executed the same for the purposes therein expressed and who did not take an oath.

*Joanne C Boyle*

Notary Public, State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 14 PM 3:30

WITNESSETH:

VIA VISCAYA DEVELOPMENT CORPORATION desiring to organize under the laws of the State of  
Florida, which will have its principal office in Palm Beach County, Florida, has named:

Daniel F. Reedy

106 Commerce Way, Suite A10

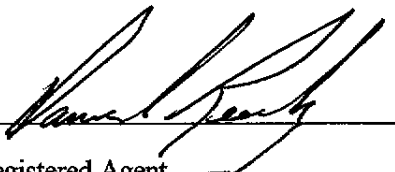
Jupiter, Florida 33458

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 6<sup>th</sup> day of January, 1998.

  
\_\_\_\_\_  
Registered Agent