

3/03/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SEA GARDEN CORP.

AUDIT NUMBER.....H98000004258

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

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OF

Sea Garden Corp.

ARTICLE I - NAME

The name of the corporation is: Sea Garden Corp., a Florida corporation.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

A. To engage generally in the business of buying, selling, leasing, holding, managing and developing real property of all types and kinds, and related activities.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other government, and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

C. To purchase, manufacture or otherwise acquire and to own, mortgage, sell, pledge, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, any services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, cooperative association, state fair or exposition.

D. No recitation or declaration of special purposes or powers herein enumeration shall be deemed to be exclusive, but all lawful powers now or which may hereafter be conferred to a corporation for profit under the laws of the State of Florida are hereby included.

Louis L. LaFontaine, Jr.
3121 Commodore Plaza, Suite 301
Miami, FL 33133
Florida Bar No. 044851
(305) 444-3121

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ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is:

445 Grand Bay Drive
Apt. # 312
Key Biscayne, FL 33149

and the name and address of the initial registered agent of this corporation is:

Louis L. LaFontisee, Jr.
3121 Commodore Plaza
Suite 301
Miami, Florida 33133

**ARTICLE VI - MANAGEMENT OF THE
CORPORATION BY BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed by the Board of Directors consisting of not less than two and not more than five directors elected by a majority vote of the shareholders. Each director must be over eighteen (18) years of age.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

Jacques De Pardon
445 Grand Bay Drive
Unit # 312
Key Biscayne, FL 33149

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

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ARTICLE IX - INITIAL OFFICERS

The names and addresses of the initial officers and directors of this corporation are:

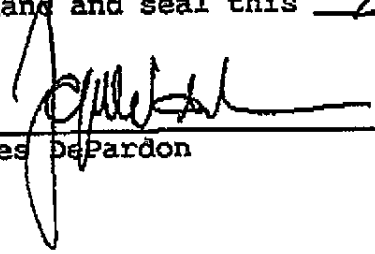
Jacques De Pardon
President and Secretary
445 Grand Bay Drive
Unit # 312
Key Biscayne, FL 33149

ARTICLE X - SUBSCRIBERS

The name and address of the person signing these Articles are:

Jacques DePardon
445 Grand Bay Drive
Unit # 312
Key Biscayne, FL 33149

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has hereunto set his hand and seal this 27 day of FEBRUARY, 1998.



Jacques DePardon

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

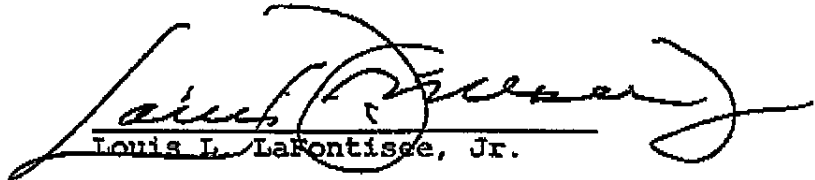
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

FIRST: SEA GARDEN, CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Key Biscayne, Florida, has named:

LOUIS L. La FONTISEE, JR.

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

ACKNOWLEDGEMENT: Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of said Act relative to keeping open said office.


Louis L. LaFontisee, Jr.

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