



P98000024448

ACCOUNT NO. : 072100000032

REFERENCE : 741668 82400A

AUTHORIZATION :

*Patricia Piziti*

COST LIMIT : \$ 122.50

ORDER DATE : March 16, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 741668-005

CUSTOMER NO: 82400A

CUSTOMER: Ms. Diane B. Hallaran  
MORGAN OLSEN & OLSEN

Suite 200  
315 N.e. Third Avenue  
Ft. Lauderdale, FL 33301

300002457813--7

DOMESTIC FILING

NAME: MEDITERRANEAN VILLAGE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*g 3/16/98*

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**ARTICLES OF INCORPORATION**  
**OF**  
**MEDITERRANEAN VILLAGE INC.**

**ARTICLE I: NAME**

The name of this corporation is MEDITERRANEAN VILLAGE INC., whose address  
315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may  
be incorporated under the Florida General Corporations Act and for the purpose of manufacturing,  
purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or  
otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real  
and personal property and services of every class, kind and description; and to carry on any  
business which can be advantageously pursued in conjunction with or incidental to any of the  
above purposes.

#### **ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### **ARTICLE V: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation is Walter L. Morgan..

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and addresses of the directors of this corporation are:

Norman Schwartz  
888 S.E. 3rd Avenue, Suite 201, Fort Lauderdale, Florida 33301

Walter L. Morgan  
315 NE Third Avenue, Suite 200, Fort Lauderdale, Florida 33301

**ARTICLE VIII: INCORPORATOR**

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

Walter L. Morgan

315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301

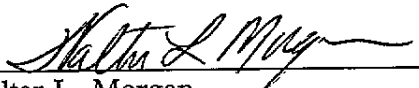
**ARTICLE IX: INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X: AMENDMENT**

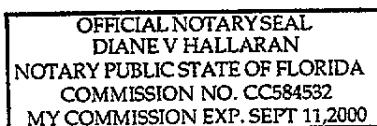
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this March 13, 1998.

  
Walter L. Morgan

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this March 13, 1998, by Walter L. Morgan, (   ✓   ) who is personally known to me or (        ) who has produced as identification and who did take an oath.



My Commission Expires:

  
Notary Public, State of Florida

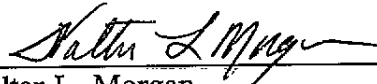
Print name: DIANE V. HALLARAN

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### REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, MEDITERRANEAN VILLAGE INC. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Walter L. Morgan as its agent to accept service of process within the State of Florida.



Walter L. Morgan

Title: President

Date: March 13, 1998

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. The undersigned is familiar with and accepts the obligations of this position.



Walter L. Morgan

Registered Agent

Date: March 13, 1998