

P 98000028484



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 756390 4387703

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 26, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 756390-005

CUSTOMER NO: 4387703

CUSTOMER: Sandy Jeffery, Legal Asst  
SCHROEDER & LANCHE, P.A.

Suite 319-a, One Boca Place  
2255 Glades Road  
Boca Raton, FL 33431

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-03/26/98-01076-027  
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DOMESTIC FILING

NAME: HAWC BAY, 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: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 26 AM 9:44

FILED  
DIVISION OF CORPORATIONS  
98 MAR 26 PM 5:08  
3/27/98

please include  
good standing also

ARTICLES OF INCORPORATION  
OF  
HAWC BAY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 26 AM 9:44

Article I

Name

The name of the corporation is HAWC BAY, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The principal place of business or mailing address of this corporation shall be: Suite 110, 2295 Corporate Boulevard, N.W., Boca Raton, Florida 33431.

Article V

Capital Stock

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

## Article VI

### Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383 and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder.

## Article VII

### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Gerald M. Wochna  
2095 N. W. 30th Road  
Boca Raton, Florida 33431

William J. Hasey, Jr.  
Suite 110  
2295 Corporate Boulevard, N.W.  
Boca Raton, Florida 33431

## Article VIII

### Incorporator

The name and address of the person signing these Articles is:  
Michael A. Schroeder, Schroeder and Larche, P.A., One Boca Place,  
Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7383.

## Article IX

### Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

## Article X

### Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

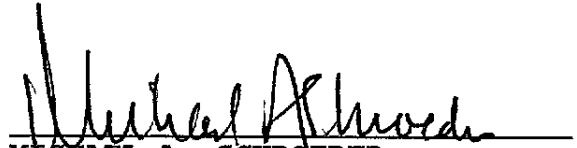
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of March, 1998.

  
MICHAEL A. SCHROEDER  
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: March 19, 1998

  
MICHAEL A. SCHROEDER  
Registered Agent  
c/o Schroeder and Larche, P.A.  
One Boca Place, Suite 319-Atrium  
2255 Glades Road  
Boca Raton, Florida 33431-7383

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