

ADAMS  
GALLINAR  
IGLESIAS  
& MEYER  
Professional Association

MARTA M. CIL  
Direct Line 305.416.9981

P98000028926

Via Federal Express

March 25, 1998

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-03/26/98--01096--0003  
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Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Shoreside Florida, Inc.**

Dear Sirs/Madams:

Enclosed please find this firm's check no. 2130 in the amount of \$131.25 representing the fee to file the enclosed Articles of Incorporation of Shoreside Florida, Inc., and the fee for the issuance of a Certificate of Good Standing. Please stamp the enclosed duplicate original of the Articles and return to me via Federal Express along with the Certificate of Good Standing. I have enclosed a self-addressed Fedex package (billing our firm) for your convenience.

We thank you in advance for your prompt attention to this matter. Meanwhile, please do not hesitate to contact me in the event you have any questions.

Very truly yours,

*Marta M. Cil*

Marta M. Cil  
Law Clerk

Enclosure

FILED  
98 MAR 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QW 3-30-98

**ARTICLES OF INCORPORATION**  
**OF**  
**SHORESIDE FLORIDA, INC.**

FILED  
98 MAR 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

NAME

The name of the corporation is **SHORESIDE FLORIDA, INC.**, and its address is c/o Ruben Diaz, Jr., P.A., Ernst & Young, LLP, 200 South Biscayne Boulevard, Suite 3900, Miami, Florida 33131.

**ARTICLE II**

DURATION

The duration of the corporation is perpetual.

**ARTICLE III**

PURPOSES

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## **ARTICLE IV**

### **AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

## **ARTICLE V**

### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 2150, Miami, Florida 33131, and the name of its initial registered agent at such address is: Adams, Gallinar, Iglesias & Meyer, P.A.

## **ARTICLE VI**

### **DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Arthur James Shipp

c/o Ruben Diaz, Jr., P.A.  
Ernst & Young, LLP  
200 South Biscayne Boulevard  
Suite 3900  
Miami, Florida 33131

Keith Robert Packham

c/o Ruben Diaz, Jr., P.A.  
Ernst & Young, LLP  
200 South Biscayne Boulevard  
Suite 3900  
Miami, Florida 33131

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator is:

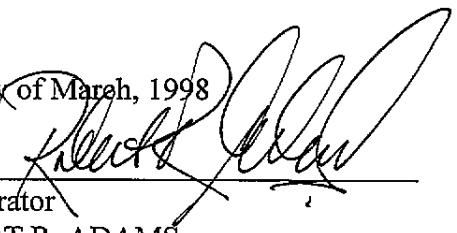
Robert R. Adams, Esq.  
701 Brickell Avenue, Suite 2150  
Miami, Florida 33131

**ARTICLE VIII**

**INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 25<sup>th</sup> day of March, 1998

  
\_\_\_\_\_  
Incorporator  
ROBERT R. ADAMS

STATE OF FLORIDA )

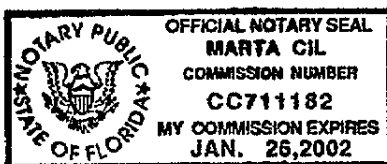
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COUNTY OF DADE )

**BEFORE ME**, personally appeared Robert R. Adams, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, this 25<sup>th</sup> day of March, 1998.

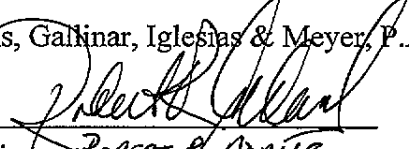
  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commissions Expires: 1/26/2002



ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Adams, Gallinar, Iglesias & Meyer, P.A.

By:   
Name: ROBERT R. ADAMS  
Title: PRESIDENT

MMC0502.WPD

FILED  
98 MAR 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA