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FLORIDA DIVISION OF CORPORATIONS

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075467000342

ACCT#:

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FAX #:

NAME: OCEANIA BEACHES DEVELOPMENT CORP.

AUDIT NUMBER.....H98000010674

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

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION**

**OF**

**OCEANIA BEACHES DEVELOPMENT CORP.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is:

OCEANIA BEACHES DEVELOPMENT CORP.

**ARTICLE II**

The mailing address of the corporation is:

201 South Biscayne Boulevard  
Suite 900  
Miami, FL 33131

The address of the principal office is:

201 South Biscayne Boulevard  
Suite 900  
Miami, FL 33131

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**ARTICLE III**

The duration of this corporation is to be perpetual.

**ARTICLE IV**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE V**

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

Michael Steven Greene, Esq.  
Florida Bar No. 293441  
Zuckerman Spaeder Taylor & Evans, LLP  
201 S. Biscayne Blvd., Suite 900  
Miami, FL 33131  
(305) 358-5000

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**ARTICLE VI**

The address of the initial registered office is 201 South Biscayne Boulevard, Miami Center – Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is Michael Steven Greene, who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

**ARTICLE VII**

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be fixed at less than one.

**ARTICLE VIII**

The number of directors constituting the initial board of directors is one, whose name and address is:

Michael Steven Greene  
201 South Biscayne Boulevard  
Suite 900  
Miami, FL 33131

**ARTICLE IX**

The name and address of the Incorporator is:

Michael Steven Greene  
201 South Biscayne Boulevard  
Miami Center – Suite 900  
Miami, Florida 33131

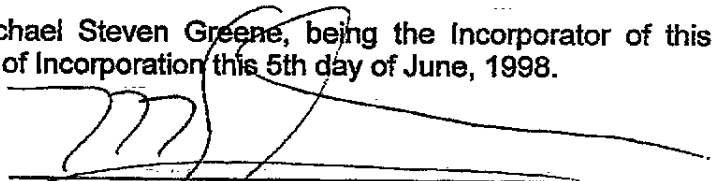
**ARTICLE X**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE XI**

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Michael Steven Greene, being the Incorporator of this corporation, make and file these Articles of Incorporation this 5th day of June, 1998.

  
\_\_\_\_\_  
MICHAEL STEVEN GREENE, INCORPORATOR

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

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

OCEANIA BEACHES DEVELOPMENT CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS APPOINTED MICHAEL STEVEN GREENE, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. OCEANIA BEACHES DEVELOPMENT CORP. HAS A BUSINESS OFFICE IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

**REGISTERED OFFICE AND REGISTERED AGENT:**

Michael Steven Greene  
201 South Biscayne Boulevard  
Miami Center - Suite 900  
Miami, Florida 33131

*[Signature]*  
MICHAEL STEVEN GREENE, INCORPORATOR

**WRITTEN ACCEPTANCE BY AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

*[Signature]*  
MICHAEL STEVEN GREENE, AS REGISTERED AGENT FOR OCEANIA BEACHES DEVELOPMENT CORP.

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

SWORN TO AND SUBSCRIBED before me this 5th day of June, 1998.

[NOTARIAL SEAL]

*Karen Marie Roche*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

98 JUN 8 51 AM  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICIAL NOTARY SEAL  
KAREN MARIE ROCHE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC451735  
MY COMMISSION EXP. MAY 7, 1999