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6/30/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: KRASNY AND DETIMER

ACCT#: 102771002615

CONTACT: ROSEANN WHITNEY OR DALE A. DETTNER

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NAME: PORTOFINO DEVELOPMENT CORP.

AUDIT NUMBER.....H98000012139

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION  
OF  
PORTOFINO DEVELOPMENT CORP.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

ARTICLE I  
Name

The name of this Corporation is Portofino Development Corp.

ARTICLE II  
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III  
Purpose

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV  
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V  
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

THIS INSTRUMENT PREPARED BY:  
DALE A. DETTMER, ESQ.  
780 S. Apollo Boulevard  
Melbourne, Florida 32901  
(407) 723-5646  
Bar No. 172988

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**ARTICLE VI**  
**Initial Registered Office, Agent and Corporation**

The initial street address in Florida of the initial registered office of this Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer. The initial address of the Corporation is 575 S. Wickham Road, Suite E, W. Melbourne, FL 32904.

**ARTICLE VII**  
**Board of Directors**

The initial Board of Directors shall consist of one director 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 address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

Coy A. Clark, 575 S. Wickham Road, Suite E, Melbourne, FL 32904

**ARTICLE VIII**  
**Cumulative Voting**

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

**ARTICLE IX**  
**Incorporator**

The name and address of the initial incorporator is as follows: Dale A. Dettmer, 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901

The incorporator of this Corporation assigns his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X

Amendment to Articles

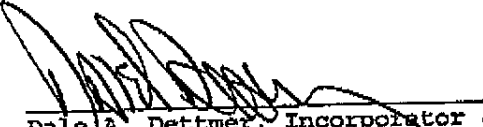
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI

Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

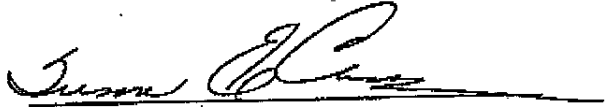
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 30 day of June, 1998.

  
Dale A. Dettmer, Incorporator &  
Registered Agent (Seal)

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Dale A. Dettmer, and personally known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 30 day of June, 1998.

  
Notary Public

My Commission Expires:



SECRETARY OF STATE  
MY COMMISSION EXPIRES  
JULY 10, 2000  
BONDED THROUGH FARM INSURANCE, INC.

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