

P98000100301

CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN,  
CRIMELLA, HAMILTON & WOLFE, LLP

2975 OVERSEAS HIGHWAY  
P.O. Box 500938  
MARATHON, FLORIDA 33050-0938

RALPH E. CUNNINGHAM, JR., RETIRED  
LAWRENCE E. ALBRITTON  
ROBERT K. MILLER\*  
WILLIAM J. HEFFERNAN, JR.  
MICHAEL L. CRIMELLA  
SHARON I. HAMILTON  
JOHN J. WOLFE\*\*

TELEPHONE: (305) 743-9427  
FAX: (305) 743-8800  
REAL ESTATE FAX: (305) 743-7489  
E-MAIL: cunninghamlaw@reefnet.com

\*ALSO ADMITTED IN NEW YORK  
\*\*ALSO ADMITTED IN TEXAS

November 23, 1998

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: New Filings

RE: SOMBRERO PROPERTIES, INC.  
Our File No. 95-M-114

100002696571--4  
-11/25/98--01057--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation of a new, for profit corporation for filing with the State of Florida.

Also enclosed is our check payable to the Secretary of State in the amount of \$78.75 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan  
Secretary to  
Robert K. Miller

/am  
Enclosures

FILED  
98 NOV 25 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-12/2/98

FILED  
98 NOV 25 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
SOMBRERO PROPERTIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is SOMBRERO PROPERTIES, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one hundred(100) shares of stock having no par value.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2975 Overseas Highway, Marathon, Florida 33050.

ARTICLE V - INITIAL DIRECTORS

The name and street address of the initial director of the corporation is:

ROBERT K. MILLER  
2975 Overseas Highway  
Marathon, FL 33050

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

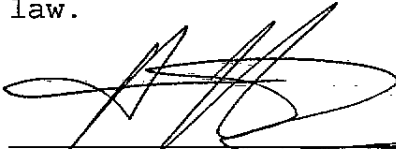
The name and street address of the initial registered agent is ROBERT K. MILLER, 2975 Overseas Highway, Marathon, Florida 33050.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are ROBERT K. MILLER, 2975 Overseas Highway, Marathon, Florida 33050.

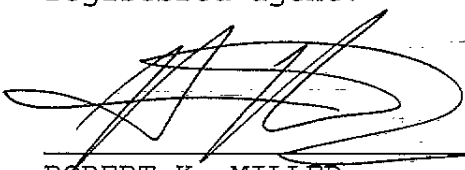
ARTICLE VIII - INDEMNIFICATION.

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

  
\_\_\_\_\_  
ROBERT K. MILLER, Incorporator

\_\_\_\_\_  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
ROBERT K. MILLER,  
Registered Agent

\_\_\_\_\_  
Date

**FILED**  
98 NOV 25 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA