

P99000034324

GLORIA SALOM
815 North Shore Drive
Miami Beach, Florida 33141
(305) 865-1628 (h)
(305) 792-0060 (o)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 PM 3:22

April 9, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002835868--9
-04/12/99--01076--011
*****78.75 *****78.75

EFFECTIVE DATE
4-9-99

Re: BEACH PROPERTY INVESTMENTS, INC.

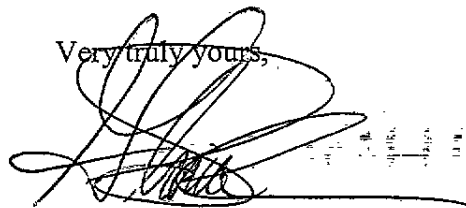
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for BEACH PROPERTY INVESTMENTS, INC., along with a check in the amount of \$78.75, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to me.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,



Gloria Salom

/gs
Enclosures

D. BROWN APR 14 1999

ARTICLES OF INCORPORATION

OF

BEACH PROPERTY INVESTMENTS, INC.

EFFECTIVE DATE
4-9-99

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I, Gloria Salom the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: BEACH PROPERTY INVESTMENTS, INC. The principal place of business of this corporation shall be at 815 North Shore Drive., Miami Beach, Florida 33141.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
LUIS SALOM	815 North Shore Drive, Miami Beach, FL 33141
GLORIA SALOM	815 North Shore Drive, Miami Beach, FL 33141

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
LUIS SALOM President / Tresurer	815 North Shore Drive Miami Beach, FL 33141
GLORIA SALOM V. President / Secretary	815 North Shore Drive Miami Beach, FL 33141

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Luis Salom, 815 North Shore Drive, Miami Beach, Florida 33141.

ARTICLE XII
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
GLORIA SALOM	815 North Shore Drive Miami Beach, Florida 33141

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

Dated this 9 day of *April*, 1999.


GLORIA SALOM

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

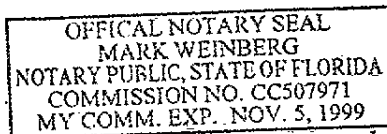
BEFORE ME, the undersigned Notary Public, personally appeared *GLORIA SALOM*,
to me well known to be the person described in and who executed the foregoing Articles of
Incorporation, and who acknowledged before me, that *he/she* made and subscribed the same
for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at *Miami*,
Dade County, Florida, this *9th* day of April, 1999.



Notary Public, State of Florida

My Commission Expires:

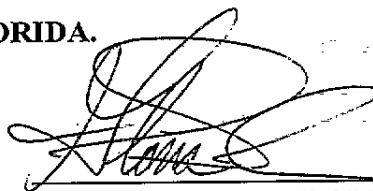


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 13 PM 3:22

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

FIRST -- THAT BEACH PROPERTY INVESTMENTS, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT *815 NORTH SHORE DRIVE,
MIAMI BEACH, FLORIDA, 33141*, AND HEREBY NAMES *GLORIA SALOM, 815 NORTH
SHORE DRIVE MIAMI BEACH, FLORIDA 33141*, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA.



GLORIA SALOM

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



GLORIA SALOM
REGISTERED AGENT
DATED: April 9, 1998