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LAW OFFICE  
WILLIAM P. McCAUGHAN\*

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\*MEMBER OF  
FLORIDA AND ILLINOIS BAR

April 23, 1999

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-04/26/99--01076--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

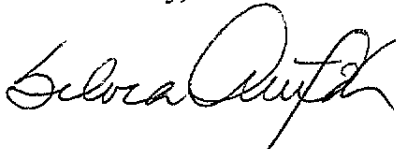
RE: Land Key Properties, Inc., a Florida corporation

Gentlemen:

Enclosed please find the Articles of Incorporation for the above referenced corporation. I am also enclosing our check no. 20765 in the amount of \$ 78.75, which represents the \$ 70.00 filing fee and the \$ 8.75 fee to receive a certified copy of the Articles when they have been processed.

If you have any questions or comments, please do not hesitate to contact the undersigned.

Sincerely,



Silvia Arritola

Encl. (as noted)

FILED  
99 APR 26 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
4/30/99

**FILED**

99 APR 26 AM 10:15

**ARTICLES OF INCORPORATION  
OF  
LAND KEY PROPERTIES, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be LAND KEY PROPERTIES, INC., a Florida Profit corporation.

**ARTICLE II**

**PURPOSE**

The purposes and general nature of the business to be conducted and transacted by the corporation shall include, without limitation, the following:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### **ARTICLE III**

#### **STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of no par value.

### **ARTICLE IV**

#### **CAPITAL**

The amount of capital with which this corporation shall begin business shall be \$ 1,000.00.

### **ARTICLE V**

#### **DURATION**

The existence of this corporation shall be perpetual.

### **ARTICLE VI**

#### **PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 170 Ocean Lane Drive, Unit #504, Key Biscayne, County of Dade, State of Florida.

### **ARTICLE VII**

#### **BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than 1 and not more than 3 members.

## **ARTICLE VIII**

### **DIRECTORS**

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	
Hector Estevez	170 Ocean Lane Drive, Unit #504 Key Biscayne, Florida 33149	President
Ilse Pizzolante	170 Ocean Lane Drive, Unit #504 Key Biscayne, Florida 33149	Vice President/ Secretary

## **ARTICLE IX**

### **REGISTERED AGENT**

The registered agent and the registered office for this corporation is:

William P. McCaughan, Esq.  
80 S.W. 8<sup>th</sup> Street, Suite 2803  
Miami, Florida 33130

## **ARTICLE X**

### **SUBSCRIBERS**

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of 100 is as follows:

NAME	ADDRESS	SHARE
William P. McCaughan	80 S.W. 8 <sup>th</sup> Street, Suite 2803 Miami, Florida 33130	100

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## **ARTICLE XI**

### **OFFICERS**

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Hector Estevez                      President

Ilse Pizzolante                      Vice President/Secretary

## **ARTICLE XII**

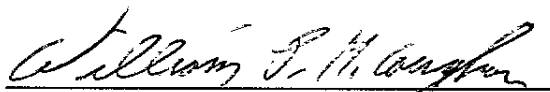
### **ELECTIONS**

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the stockholders at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

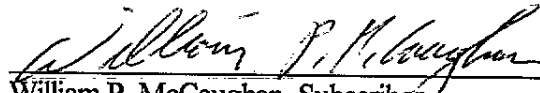
## **ARTICLE XIII**

### **ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
William P. McCaughan, Registered Agent

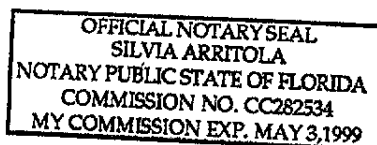
IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
William P. McCaughan, Subscriber

STATE OF FLORIDA  
COUNTY OF DADE

I hereby certify that on this day personally appeared to me well known to be the same persons described in and who executed these Articles of Incorporation, and they acknowledged the Articles to be the act and deed of the subscribers and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 23 day of Sept. 1999.



  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate of Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

Registered Agent:  
William P. McCaughan, Esq.  
80 S.W. 8<sup>th</sup> Street, Suite 2803  
Miami, Florida 33130

FILED  
99 APR 26 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 170 Ocean Lane Drive, Unit #504, in the City of Key Biscayne, County of Dade, State of Florida, has named William P. McCaughan, located at 80 S.W. 8<sup>th</sup> Street, Suite 2803, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

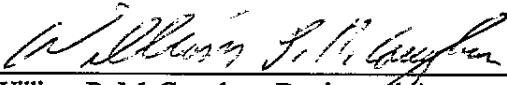
OFFICERS:

NAME	TITLE	ADDRESS
Hector Estevez	President	170 Ocean Lane Drive, Unit #504 Key Biscayne, Florida 33149
Ilse Pizzolante	Vice President/ Secretary	170 Ocean Lane Drive, Unit #504 Key Biscayne, Florida 33149

DIRECTORS:

NAME	TITLE	ADDRESS
Hector Estevez	President	170 Ocean Lane Drive, Unit #504 Key Biscayne, Florida 33149
Ilse Pizzolante	Vice President/ Secretary	170 Ocean Lane Drive, Unit #504 Key Biscayne, Florida 33149

ACCEPTANCE: I agree as Resident Agent to accept Service of Process: to keep my office open during prescribed hours; and to post my name (and any Officer of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
William P. McCaughan, Registered Agent