



THE UNITED STATES CORPORATION COMPANY

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FILED

99 JUN 22 PM 4:14

ACCOUNT NO. : 072100000032

REFERENCE : 282498 134074A

AUTHORIZATION :

COST LIMIT : \$ 78.75

SECRETARY OF STATE TALLAHASSEE, FLORIDA

*Patricia [unclear]*

ORDER DATE : June 22, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 282498-005

CUSTOMER NO: 134074A

900002912369--3

CUSTOMER: Brian L. Lipshy, Esq  
BRIAN L. LIPSHY, P.A.  
BRIAN L. LIPSHY, P.A.  
201 Northeast First Avenue

Delray Beach, FL 33444

DOMESTIC FILING

NAME: HIBISCUS BEACH PLACE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*PH 6/22/99*

RECEIVED  
99 JUN 22 PM 2:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**HIBISCUS BEACH PLACE, INC.**

FILED  
99 JUN 22 PM 4: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be

Hibiscus Beach Place, Inc.  
P.O. Box 480070  
Fort Lauderdale, Florida 33348-0070

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation, for corporations.

**ARTICLE III**

The Capital stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

- A. Designation: The stock of this Corporation shall be known as common stock.
- B. Authorized Stock: The maximum number of shares of common stock that this Corporation may issue is: one thousand (1,000).
- C. Par Value: Each share of common stock shall have no par value.
- D. Consideration: Shares of common stock may be issued in exchange for cash, personal property, inventory, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Voting Rights: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
- F. Cumulative Voting: No holder of common stock shall be entitled to any right of Cumulative voting.
- G. Dividends: Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

**ARTICLE IV**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE V**

The initial registered office of this corporation shall be located at 796 Gloucester Street, Boca Raton, Florida 33487, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Brian Louis Lipshy.

**ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time-to-time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Stockholders.

**ARTICLE VII**

The name and address of the first director(s) and officer(s) of the corporation who shall hold office for the first year or until his successor(s) is duly elected and qualified, shall be:

Morgan L. Rukes, Director, President, Treasurer  
P.O. Box 480070  
Fort Lauderdale, Florida 33348-0070

Brian Louis Lipshy, Director, Vice President, Secretary  
796 Gloucester Street  
Boca Raton, FL 33487

**ARTICLE VIII**

The name and address of the incorporator is:

Brian Louis Lipshy  
796 Gloucester Street  
Boca Raton, FL 33487

**ARTICLE IX**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a

member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

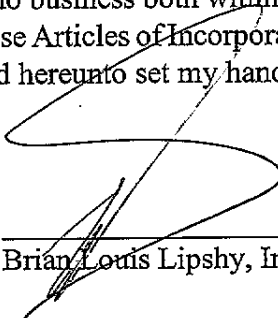
#### ARTICLE XI

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE XII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-laws may be repealed or amended and new By-Laws may be adopted by either the Board of Directors or the Shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida under the laws of Florida, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 21st day of June, 1999.

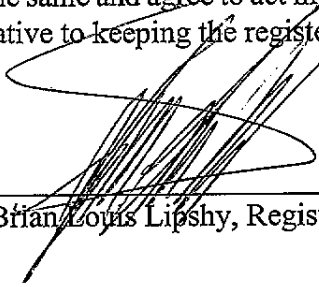
  
\_\_\_\_\_  
Brian Louis Lipshy, Incorporator

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

In compliance with the laws of the State of Florida, the following is submitted:

1. Hibiscus Beach Place, Inc., desiring to organize under the laws of the State of Florida, has named Brian Louis Lipshy its statutory registered agent.

Having been named the statutory agent of the above-named Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

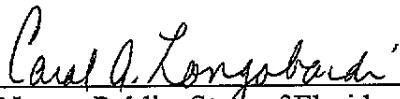
  
\_\_\_\_\_  
Brian Louis Lipshy, Registered Agent

Dated this 21st day of June, 1999

STATE OF FLORIDA            }  
  } ss:  
COUNTY OF PALM BEACH    }

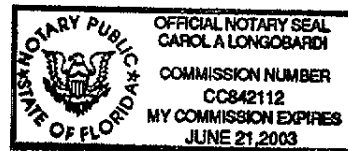
The foregoing instrument was acknowledged before me on this 21st day of June, 1999 by Brian Louis Lipshy as Incorporator and as Registered Agent of Hibiscus Beach Place, Inc. on behalf of the Corporation.

99 JUN 22 PM 4:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

\_\_\_\_\_  
Printed Name of Notary Public



Form of I.D.  
 Personally Known  
 Other No. \_\_\_\_\_