

P99000070818

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Waterfront Equity Advisors Inc.

800002955918--6

-08/10/99--01053--024

*****78.75 *****78.75

EFFECTIVE DATE
8-9-99

T BROWN AUG 10 1999

Signature _____

Requested by: CD

Name _____

Date 8-10-99

Time 11:00

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File Cert
____ LTD Partnership File
____ Foreign Corp. File
____ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ Merger File
____ Art. of Amend. File
____ RA Resignation
____ Dissolution / Withdrawal
____ Annual Report / Reinstatement
☒ Cert. Copy
____ Photo Copy
____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
____ Corp Record Search
____ Officer Search
____ Fictitious Search
____ Fictitious Owner Search
____ Vehicle Search
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 10 PM 12:49

FILED

99 AUG 10 PM 12:04

RECEIVED

EFFECTIVE DATE

8-9-99

**ARTICLES OF INCORPORATION
OF
WATERFRONT EQUITY ADVISORS, INC.**

FILED
99 AUG 10 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Waterfront Equity Advisors, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on August 9, 1999.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Mark Nussbaum
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

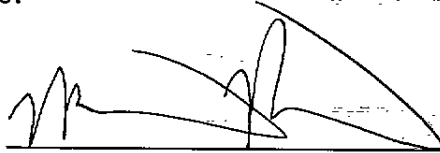
The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce A. Rendina	222 Lakeview Avenue, 17 th Floor West Palm Beach, FL 33401
David W. Frisbie	400 Clematis Street, Suite 205 West Palm Beach, FL 33401

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of August, 1999.



Mark Nussbaum

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 9th day of August, 1999.

REGSERV CORP.

By: 

Mark Nussbaum, Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 10 PM 12:49

FILED