

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.

EFFECTIVE DATE  
8-9-99

T BROWN AUG 10 1999

Signature

Requested by:

Name

CD

8-10-99

11:00

Date

Time

Walk-In

Will Pick Up

800002955918--6

-08/10/99--01053--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

SEARCHED  
INDEXED  
FILED  
AUG 10 1999  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
AUG 10 1999  
PM 12:49

**EFFECTIVE DATE**  
8-9-99

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

**ARTICLE I - NAME**

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

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

**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, 17<sup>th</sup> 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The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.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, 17<sup>th</sup> 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, 17<sup>th</sup> Floor  
West Palm Beach, FL 33401

## ARTICLE X - INITIAL BOARD OF DIRECTORS

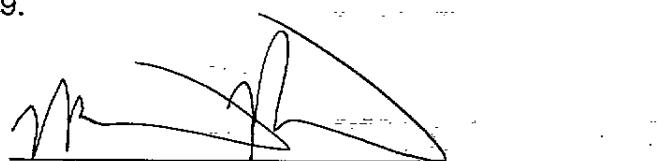
The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce A. Rendina	222 Lakeview Avenue, 17 <sup>th</sup> 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

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

**FILED**