

P99000095180  
ROBINSON AND MARKS,  
P.A.

Attorneys and Counsellors at Law

1590 NE 162<sup>nd</sup> Street, Suite 200  
North Miami Beach, Florida 33162  
Phone:(305) 949-5880 \* Fax:(305) 949-7323

Paul J. Robinson, Esq.  
Jonathon Jay Marks, Esq.

25<sup>th</sup> October 1999

State of Florida  
Department of State  
New Corporation Filing Division  
409 East Gaines  
Tallahassee, Florida 32399

Re: BAYVIEW REAL PROPERTIES, INC.

800003026548--4  
-10/27/99--01074--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Filing Officer:

Enclosed is an original and one copy of the Articles of Incorporation for **Bayview Real Properties, Inc.**, a new Florida for-profit corporation. Please file the original in your offices and return to this office one certified copy.

A check in the amount of \$122.50 covering the various fees in connection herewith is enclosed.

Very truly yours

PAUL J. ROBINSON, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 27 PM 1:33

FILED

enclosures as stated

D. BROWN OCT 28 1999

ARTICLES OF INCORPORATION  
OF  
BAYVIEW REAL PROPERTIES, INC.

FILED  
99 OCT 27 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, do hereby make, subscribe, execute, acknowledge, and deliver for filing this Certificate of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of this corporation is:

**BAYVIEW REAL PROPERTIES, INC.**

The principal office and business address is:

**1643 Brickell Avenue, Suite 806, Miami, Florida 33129**

ARTICLE II. PURPOSE AND POWERS

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III. STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE IV. TERM**

The Corporation will have perpetual existence.

**ARTICLE V. EXCLUSION OF PRE-EMPTIVE RIGHTS**

No 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 mandatory right or entitlement to purchase his *pro rata* shares thereof at the price at which it is offered to others.

**ARTICLE VI. RIGHTS OF SHARES OF CAPITAL STOCK**

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each share having vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

**ARTICLE VII. REGISTERED AGENT**

The registered agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

Allen P. Reed, Esq.  
1590 NE 162<sup>nd</sup> Street, Suite 200  
North Miami Beach, Florida 33162

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

Frank M. Valdez, II  
1643 Brickell Avenue, Suite 806  
Miami, Florida 33129

**ARTICLE IX. INCORPORATOR**

The name and post office address of the incorporator signing these Articles of Incorporation is:

Allen P. Reed  
1590 NE 162<sup>nd</sup> Street, Suite 200  
North Miami Beach, Florida 33162

**ARTICLE X. BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

**ARTICLE XI. INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

**ARTICLE XII. COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence upon the date of filing of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged the foregoing Articles of Incorporation to be filed in the office of the Secretary of State, State of Florida, this 25<sup>th</sup> day of October 1999.

  
\_\_\_\_\_  
ALLEN P. REED

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

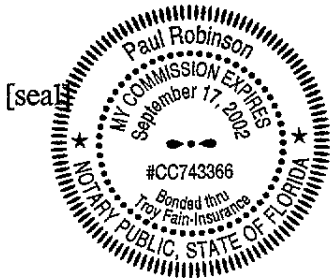
The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October 1999, by ALLEN P. REED, who is personally well known to me to be the person who executed the foregoing Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the State and county aforesaid this 25<sup>th</sup> day of October 1999.

My Commission expires:

  
\_\_\_\_\_  
Paul Robinson

Notary Public, State of Florida at Large



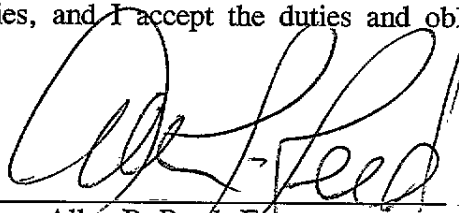
FILED  
99 OCT 27 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Chapter 607, Florida Statutes, the following is submitted:

**BAYVIEW REAL PROPERTIES, INC.**, desiring organize under the laws of the State of Florida, has named Allen P. Reed, Esq., of 1590 NE 162<sup>nd</sup> Street, Suite 200, North Miami Beach, Florida 33162, as its Agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate of Incorporation, I hereby accept this appointment, agree to serve in this capacity and to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607, Florida Statutes.



Allen P. Reed, Esq.  
Registered Agent

Date: October 25<sup>th</sup>, 1999