

**PADGETT, SHAW & ASSOCIATES, P.A.**

ATTORNEYS AT LAW

2511 Ponce de Leon Boulevard, Suite 209  
Coral Gables, Florida 33134

Telephone 44-7611

Fax (305) 443-7177

*21,000*  
**20001920**

Department of State  
Division of Corporations  
P.O. Box 1000  
Tallahassee, Florida 32314

**SUBJECT: ZULETA PROPERTIES, INC.**

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation of the above proposed corporation together with a check for:

\$87.50 for:

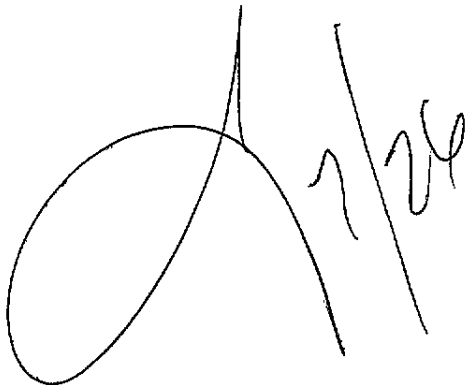
- Filing Fee
- Certified Copy
- Certificate of Status

200003333362--4  
-07/24/00--01105--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

From: Richard L. Shaw  
2511 Ponce de Leon Blvd. Suite 209  
Coral Gables, FL 33134  
Phone: 305 444-7611

Please return the above documents to Padgett, Shaw & Associates, P.A. at the above address.

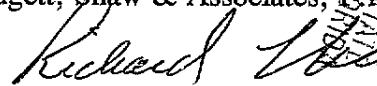
If you have any questions relating to this matter, please do not hesitate to call me.



Sincerely,

Padgett, Shaw & Associates, P.A.

By



SECRETARY OF  
TALLAHASSEE FLORIDA  
00 JUL 24 AM 8:17  
FILED

ARTICLES OF INCORPORATION  
of  
ZULETA PROPERTIES, INC.

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I - NAME

The name of this corporation shall be ZULETA PROPERTIES, INC.

II - PRINCIPAL OFFICE

The principal place of business/mailing address is:

Zuleta Properties, Inc.  
2511 Ponce de Leon Boulevard, Suite 209  
Coral Gables, Florida 33134

III - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To purchase, sell, lease, manage and mortgage real and personal property, invest in mortgages, stocks, bonds and any other type of investments permitted by law.
- b. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

IV - SHARES

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

V - DURATION

The corporation shall have perpetual existence.

VI - RESIDENT AGENT

The name and address of its registered agent is:

FILED  
00 JUL 24 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Richard L. Shaw  
2511 Ponce de Leon Boulevard, Suite 207  
Coral Gables, Florida 33134

VII - INCORPORATOR

The name and address of the Incorporator is as follows:

Richard L. Shaw  
2511 Ponce de Leon Boulevard, Suite 207  
Coral Gables, Florida 33134

VII - AMENDMENT

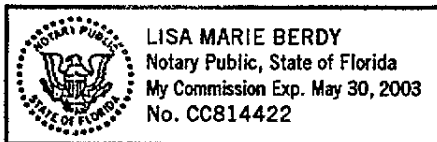
These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the Stockholders entitled to vote thereon.

WITNESS my hand and seal this 21<sup>st</sup> day of July, 2000.

Richard L. Shaw  
Richard L. Shaw  
Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I hereby certify that before me, on this 21<sup>st</sup> day of July, 2000, personally appeared Richard L. Shaw, who is personally known to me, and who acknowledged that he is the person who executed the above Articles of Incorporation as the Incorporator thereof.



Lisa Marie Berdy  
Notary Public, State of Florida at Large

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Richard L. Shaw  
Richard L. Shaw, Registered Agent

July 21, 2000  
Date

Richard L. Shaw  
Richard L. Shaw, Incorporator

July 21, 2000  
Date

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00 JUL 24 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA