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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

LOFT DOWNTOWN INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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H103000208274

ARTICLES OF INCORPORATION
OF
LOFT DOWNTOWN INC.

FILED
JUN -5 PM 6:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: LOFT DOWNTOWN INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 701 BRICKELL AVENUE #1480, MIAMI, FL 33131.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares common stock having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: JUAN JOSE TRUJILLO, 701 BRICKELL AVENUE #1480, MIAMI, FL 33131.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRESIDENT

JENARO CALLE

CALLE 13 #65A 72 BOGOTA
COLOMBIA

SECRETARY

ROSA ELENA CALLE

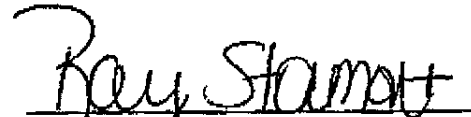
CALLE 13 #65A 72 BOGOTA
COLOMBIA

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W 7th PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 5TH day of JUNE, 2003.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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FILED JUN - 5 AM 9:38 SECRETARY OF STATE TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that LOFT DOWNTOWN INC.

(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA

(Florida)

with its principal office, as indicated in the articles of incorporation has

named JUAN JOSE TRUJILLO

(Name of Registered Agent)

located at 701 BRICKELL AVENUE #1450

City of MIAMI County of MIAMI-DADE State of Florida, as its

agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Registered Agent

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