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Division of Corporations  
**P 89000030895**

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Fax Number : (850)617-6381

From: Account Name : JORGE L. GURIAN P.A.  
Account Number : I20010000123  
Phone : (305)279-4101  
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DIVISION OF CORPORATIONS

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**AVENUE 1422-0905 CORP**

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**ARTICLES OF INCORPORATION OF  
AVENUE 1422-0905 CORP.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: AVENUE 1422-0905 CORP.

**ARTICLE II**

The mailing address and principal place of business of this corporation shall be: 2665 South Bayshore Drive, Coconut Grove, FL 33133 (Suite 906).

**ARTICLE III**

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the by laws of the corporation.

**ARTICLE IV**

The name and address of the corporation's initial registered agent is:

Jorge Gurian  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

**ARTICLE V**

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

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#### ARTICLE VI

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

Jorge Gurian  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

#### ARTICLE VII

The names and addresses of the initial directors the corporation is as follows:

Jose Vicente Gutierrez Capiello  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

Enrique Jose Madureri Mijares  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

Victor Luis Madureri Mijares  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

Leopoldo Jose Gomez Pernia  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

#### ARTICLE VIII

The names and addresses of the initial officers of the corporation is as follows:

Jose Vicente Gutierrez Capiello  
President  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

Enrique Jose Madureri Mijares  
Secretary  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

Victor Luis Madureri Mijares  
Secretary  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

Leopoldo Jose Gomez Pernia  
Secretaty  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

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**ARTICLE IX**

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 6<sup>th</sup> day of April 2009.



JORGE GURIAN  
INCORPORATOR

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: AVENUE 1422-0905 CORP.
2. The name and the Florida street address of the initial registered agent is:

Jorge Gurian  
2665 South Bayshore Drive  
Coconut Grove, Fl 33133  
Suite 906

*Having been named as registered agent and to accept service of process for AVENUE 1422-0905 CORP. 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.*

  
\_\_\_\_\_  
JORGE GURIAN

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