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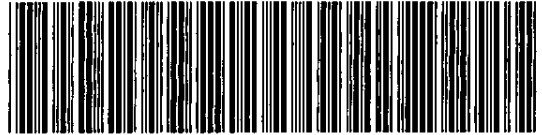
(Business Entity Name)

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J. Stivers APR 27 2010

JUDITH KENNEY & ASSOCIATES, P.A.

Law Offices

2620

2001 Biscayne Blvd., Suite ~~3402~~ Miami, Florida 33137
Telephone (305) 572-1020 Facsimile (305) 572-1085
e-mail jkenney@jcpalaw.com

April 22, 2010

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

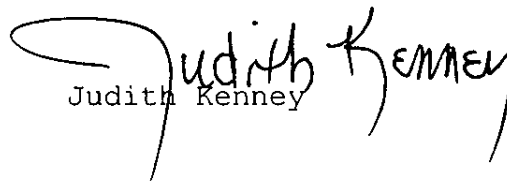
Ladies and Gentlemen:

Enclosed please find two original sets of the following document together with our check in the amount of the filing fee:

Southbay Real Estate Holdings, Inc.	
Articles of Incorporation	\$70.00

I have also enclosed a self-addressed envelope for return of the file-stamped document.

Sincerely,


Judith Kenney

Enclosures

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ARTICLES OF INCORPORATION
OF
SOUTHBAY REAL ESTATE HOLDINGS, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
SOUTHBAY REAL ESTATE HOLDINGS, INC.
(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.01 per share.

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ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney
2001 Biscayne Boulevard, Suite 2620
Miami, Florida 33137

ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Ernesto Fernandez Holmann
1111 Brickell Avenue
Suite 1300
Miami, Florida 33131

Marcela Sevilla-Sacasa
1111 Brickell Avenue
Suite 1300
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation is:

Judith Kenney
Judith Kenney & Associates, P.A.
2001 Biscayne Boulevard, Suite 2620
Miami, Florida 33137

ARTICLE VIII

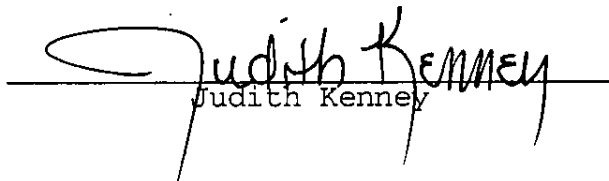
The mailing address of the Corporation's principal office shall be:

1111 Brickell Avenue
Suite 1300
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

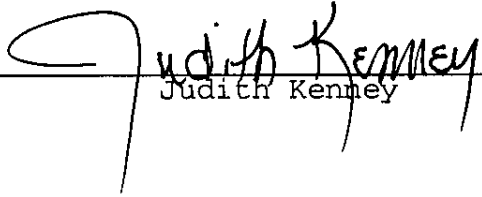
Executed at Miami, Florida this 21st day of April, 2010.


Judith Kenney

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SOUTHBAY REAL ESTATE HOLDINGS, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this April 21, 2010.


Judith Kenney

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