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**FLORIDA PROFIT/NON PROFIT CORPORATION
MDC REAL ESTATE HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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T. Burch SEP 7 2012

ARTICLES OF INCORPORATION
OF
MDC REAL ESTATE HOLDINGS, INC.

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The undersigned acting as sole Shareholder and sole Director of **MDC REAL ESTATE HOLDINGS, INC.**, under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be **MDC REAL ESTATE HOLDINGS, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
7721 SW 62ND Avenue, Suite 100, South Miami, FL 33143.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF CORPORATION

The commencement of the Corporation will become effective UPON THE FILING of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 7721 SW 62nd Avenue, Suite 100 South Miami, FL 33143, and the name of the registered agent of this corporation at that address is Jose R. Bejel.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have one initial (1) director. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial director member of the board of directors is:

Jose R. Bejel
7721 S.W. 62nd Avenue
Suite 100
South Miami, FL 33143

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR(S)

The name and street address of the incorporator is:

Jose R. Bejal
7721 S.W. 62nd Avenue
Suite 100
South Miami, FL 33143

ARTICLE XI - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

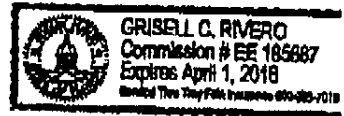
ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 5th day of September, 2012.

Grissell C. Rivero
NOTARY PUBLIC, State of Florida at Large
Grissell C. Rivero
PRINT NAME

My Commission Expires:



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.

1. The name of the corporation is: MDC REAL ESTATE HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Jose R. Bejel
7721 S.W. 62nd Avenue
Suite 100
South Miami, Fl 33143

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TALLAHASSEE, FLORIDA

SIGNATURE : Jose R. Bejel
TITLE INCORPORATOR : INCORPORATOR
DATE : Sept. 5, 2012

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 : Jose R. Bejel
JOSE R. BEJEL
DATE : 09-5-12