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LAW OFFICES

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2200 SUNTRUST INTERNATIONAL CENTER
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March 25, 1999

BY FEDERAL EXPRESS

Secretary of State
Division of Corporations
709 E. Gaines Street
Tallahassee, Florida 32399

100002821111--7
-03/26/99--01135--005
*****0.25 *****0.25

Re: Bonaventure Real Estate, Inc.

100002821111--7
-03/26/99--01135--004
*****78.50 *****78.50

Gentlemen:

Enclosed are the original and a copy of the Articles of Incorporation for Bonaventure Real Estate, Inc. and a check in the amount of \$78.75 for the filing fee. Please return the copy file stamped and a certificate of good standing.

If you have any questions, please call me.

Sincerely,

Ana Benitez

FILED
99 MAR 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH
3/31/99 ✓

**ARTICLES OF INCORPORATION
OF
BONAVENTURE REAL ESTATE, INC.**

FILED
99 MAR 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Bonaventure Real Estate, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have a perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be 2200 Suntrust International Center, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes Section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for its administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers,

and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person, by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statutes Section 607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 12 shares, having a 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.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Robert B. Macaulay
2200 Suntrust International Center
One S.E. Third Avenue
Miami, Florida 33131

ARTICLE VII

The initial Board of Directors shall consist of a total of four persons and the names and addresses of the persons who are to serve as the initial directors are:

Mario Marin
2200 Suntrust International Center
One S.E. Third Avenue
Miami, Florida 33131

Rodrigo Esquivel
2200 Suntrust International Center
One S.E. Third Avenue
Miami, Florida 33131

Ricardo Orlich
2200 Suntrust International Center
One S.E. Third Avenue
Miami, Florida 33131

Sergio Aguilar
2200 Suntrust International Center
One S.E. Third Avenue
Miami, Florida 33131

ARTICLE VIII

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mario Marin President	One S.E. Third Avenue Suite 2200 Miami, Florida 33131
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Rodrigo Esquivel Vice President	One S.E. Third Avenue Suite 2200 Miami, Florida 33131
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Ricardo Orlich Secretary	One S.E. Third Avenue Suite 2200 Miami, Florida 33131
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Sergio Aguilar
Treasurer

One S.E. Third Avenue
Suite 2200
Miami, Florida 3313199

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MAR 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

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

Robert B. Macaulay
2200 Suntrust International Center
One S.E. Third Avenue
Miami, FL 33131

The undersigned has executed these Articles of Incorporation this 24th day of March, 1999.

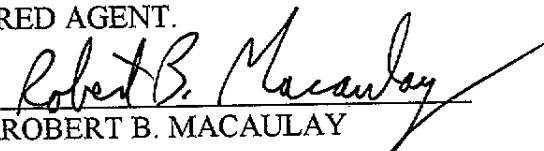

INCORPORATOR

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

Pursuant to the provisions of Florida Statutes Section 607.0501, 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 Bonaventure Real Estate, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Robert B. Macaulay whose address is 2200 Suntrust International Center, One S.E. Third Avenue, Miami, FL 33131, 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.


ROBERT B. MACAULAY
Registered Agent