

PA6000104546

1201 HAYS STREET
TALLAHASSEE, FL 32301-6607
904-223-0171
904-223-0393 FAX

800-342-8080



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ACCOUNT NO. : 072100000032

REFERENCE : 206576 7121096

AUTHORIZATION :

COST LIMIT : \$ PREPAID

96 DEC 31 PM 2:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-26-96

ORDER DATE : December 31, 1996

ORDER TIME : 12:34 PM

ORDER NO. : 206576-005

CUSTOMER NO: 7121096

CUSTOMER: Ms. Martine Vendreys
TROPICAL TITLE

5th Floor
152 Northeast 167th Street
Miami, FL 33162

300002042593--7
-12/31/96--01080--019
****122.50 ****122.50

DOMESTIC FILING

NAME: LEDARP REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS

RECEIVED
96 DEC 31
AM 1:17
DIVISION OF CORPORATION
12/31/96

Articles of Incorporation

of _

LEDARP REALTY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: **LEDARP REALTY, INC.** The principal place of business and mailing address of this corporation shall be at 2020 Northeast 183rd Street, Suite 102, North Miami Beach, Florida 33162.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having one par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than 5, as voted upon by the shareholders of the corporation.

The names and addressess of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State

RECEIVED DATE

12-26-96

of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME

ADDRESS

PRADEL VILME
Director

2020 N.E. 163rd Street
Suite 102
Miami, Florida 33162

ARTICLE VIII. OFFICERS

The name 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:

PRADEL VILME
President/Secretary

2020 N.E. 163rd Street
Suite 102
Miami, Florida 33162

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Pradel Vilme, 2020 Northeast 163rd Street, Suite 102, North Miami Beach, Florida 33162

ARTICLE XII. SUBSCRIBER

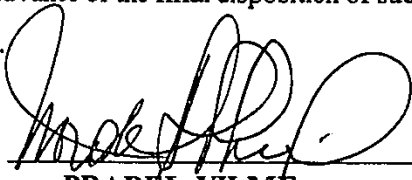
The name and address of the subscriber of these Articles of Incorporation is: PRADEL VILME, 2020 Northeast 163rd Street, Suite 102, North Miami Beach, Florida 33162.

ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 26th day of December, 1996.




PRADEL VILME

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

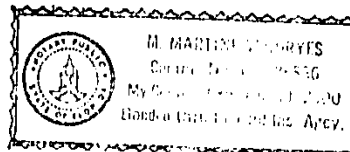
BEFORE ME, the undersigned Notary Public, personally appeared **PRADEL VILME**, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 26th day of December, 1996.



Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM,
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:

FIRST -- THAT **LEDARP REALTY, INC.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 2020 NORTHEAST 163RD STREET, NORTH MIAMI
BEACH, FLORIDA 33162, AND HEREBY NAMES PRADEL VILME, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA



PRADEL VILME

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



PRADEL VILME
REGISTERED AGENT

DATED: December 26, 1996

FILED
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TALLAHASSEE, FLORIDA