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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
11010 WD CENTER, INC.

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**ARTICLES OF INCORPORATION
OF
11010 WD CENTER, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: 11010 WD CENTER, INC.

ARTICLE II - NATURE OF BUSINESS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

1. To acquire a membership interest in and act as manager of 11010 Seventh Avenue Investments, L.L.C. (such membership interest being hereinafter referred to as the "Property"), whose purpose is limited to acquiring the leasehold interest in that certain parcel of real property, together with all improvements located thereon, located at the intersection of N.W. 7th Avenue and N.W. 109th Street in Miami, Florida, and commonly known as #1 Marketplace Shopping Center (the "Real Property").
2. To own, hold, sell, assign, transfer, operate, lease, manage, mortgage, pledge and otherwise deal with the Property.

Mirta M. Iglesias
Siegfried Rivera Lerner De La Torre and Sobel P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134
(305) 442-3334

SECRETARY OF STATE
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3. To exercise all powers enumerated in the Florida Business Corporation Act incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Real Property, the Corporation shall not incur, assume, or guaranty any other indebtedness, except for trade payables in the ordinary course of its business of owning and operating the Property. The Corporation shall not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale or transfers of stock interest. For so long as a mortgage lien exists on the Real Property, the Corporation will not without the unanimous consent of the Board of Directors: (i) file or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally, (ii) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for itself or any other entity, (iii) make an assignment of its assets for the benefit of its creditors or an assignment of the assets of another entity for the benefit of such entity's creditors, or (iv) take any action in furtherance of the foregoing. For so long as a mortgage lien exists on the Real Property, no material amendment to this certificate of incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Real Property.

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Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: For so long as any mortgage lien exists on the Real Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

- (1) It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its affiliates and shall allocate fairly and reasonably any overhead for shared office space.
- (2) It shall maintain separate records, books and accounts from those of any affiliate or any other person.
- (3) It shall not commingle funds or assets with those of any affiliate or any other person.
- (4) It shall conduct its business and hold its assets in its own name.
- (5) It shall maintain financial statements, accounting statements and prepare tax returns separate from any affiliate or any other person.
- (6) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any affiliate, and maintain a sufficient number of employees (if any) in light of its contemplated business operations.
- (7) It shall maintain adequate capital in light of its contemplated business operations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations (provided that there exists sufficient cash flow from the Property to do so).
- (8) It shall maintain an arm's length relationship with any affiliate.
- (9) It shall not assume or guarantee or become obligated for the debts of any other entity, including any affiliate, or hold out its credit as being available to satisfy the obligations of others.
- (10) It shall not have any of its obligations guaranteed by any member, general partner or affiliate, except the guarantor of the mortgage loan.

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(11) It shall not pledge its assets for the benefit of any other person or entity or make an advance or loan to any person or entity, including any affiliate.

(12) It shall not acquire obligations or securities of its partners, members or shareholders or any affiliate.

(13) It shall use stationery, invoices and checks separate from any affiliate or any other person.

(14) It shall hold itself out as an entity separate and distinct from any affiliate and not as a division, department or part of any other person or entity.

(15) It shall maintain all of its books, records, financial statements and bank accounts separate from those of its Affiliates and any constituent party. Borrower's assets shall not be listed as assets on the financial statement of any other Person.

(16) It shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate of the company or any constituent party of the company), shall correct any known misunderstanding regarding its status as a separate entity, shall conduct business in its own name, and shall not identify itself or any of its affiliates as a division or part of the other.

(17) It shall maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other entity.

(18) It shall compensate each of its consultants and agents from its funds for services provided to it and has paid and shall pay from its own assets all obligations of any kind incurred.

(19) It shall not share a common logo with any affiliate or any other person.

(20) It shall not acquire or own any material assets other than the Property and such incidental personal property as may be necessary for the operation of the Property.

(21) It shall maintain its books, records, resolutions and agreements as official records. It shall hold regular meetings, as appropriate, to conduct its business and observes all Corporation level formalities and record keeping.

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(22) Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

For purpose of this Article II, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock,

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each share having the par value of One Dollar (\$1.00) currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized but unissued stock is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the Corporation at the time such authorized but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock are offered for sale, shall have the right to subscribe for the share of such authorized but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 1177 Kane Concourse, Suite 218, Bay Harbor Islands, Florida 33154. The Board of Directors may, from time to time, designate such other address and place for the principal office of

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this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

SALOMON GOLD

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers who shall hold office until their successors are elected or appointed and have qualified, are as follows:

SALOMON GOLD

President, Treasurer and Secretary

ARTICLE X - INCORPORATOR

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

Mirta M. Iglesias
SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

ARTICLE XI - CONFLICT OF INTEREST

No contract between this Corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this Corporation may be

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the other individual or individuals contracting with this Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 1177 Kane Concourse, Suite 218, Bay Harbor Islands, Florida 33154. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon Salomon Gold, the Registered Agent, at 1177 Kane Concourse, Suite 218, Bay Harbor Islands, Florida 33154.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the Corporation now or hereafter serving as such shall be indemnified and be held harmless by the Corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses including legal expenses on appeal

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matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 22 day of February, 2013.

By: Mirta M. Iglesias

Mirta M. Iglesias, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22 day of February, 2013 by MIRTA M. IGLESIAS. She is personally known to me.

[NOTARIAL SEAL]

Signature: Maria Petruk

Name: _____

Title: _____

Commission No.: _____

My Commission Expires: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF 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 IS SUBMITTED:

FIRST: 11010 WD CENTER, INC., WITH ITS PRINCIPAL PLACE OF BUSINESS
AT 1177 KANE CONCOURSE, SUITE 218, CITY OF BAY HARBOR ISLANDS, STATE OF
FLORIDA, HAS NAMED SALOMON GOLD, LOCATED AT 1177 KANE CONCOURSE,
SUITE 218, CITY OF BAY HARBOR ISLANDS, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS.

DATED: February 22, 2013.

Mirta M. Iglesias
Mirta M. Iglesias, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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.

DATED: February 22, 2013.

Salomon Gold
SALOMON GOLD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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