

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0117
904-222-0388

800-342-8086

CSC networks
PREMIER LEGAL
CORPORATE FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 114276 121767A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pajaro

ORDER DATE : October 9, 1996

ORDER TIME : 11:14 AM

ORDER NO. : 114276

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

RESUBMIT

~~Please give original
submission date as file date~~

FOREIGN FILINGS

NAME: INTER-AMERICAN REAL ESTATE,
INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

NO CONFLICT
#F960000004

24/10/10
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 11:52

RECEIVED
96 OCT 10 AM 9:03
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. INTER-AMERICAN REAL ESTATE, INC.
(Name of corporation)
2. Delaware
(Jurisdiction of incorporation)
3. _____
(FET Number, if applicable)
4. 10/03/96
(Date of incorporation)
5. Perpetual
(Duration)
6. Upon qualification
(Date first commenced business in Florida)
7. 3690 N.W. 62nd Street
Miami, Florida 33147
(Current mailing address)
8. See Exhibit "A" attached hereto and made a part hereof.
(Purpose(s) of corporation authorized in home jurisdiction to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301

10. Registered Agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Gail Shelby, as agent
(Registered agent's signature)
GAIL SHELBY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. Sole Director

Diego R. Suarez
3690 N.W. 62nd Street
Miami, Florida 33147

B. Officers

President:

Diego R. Suarez
3690 N.W. 62nd Street
Miami, Florida 33147

Vice President:

Pedro R. Suarez
3690 N.W. 62nd Street
Miami, Florida 33147

Secretary:

Martin J. Genauer
c/o Karp & Genauer, P.A.
2 Alhambra Plaza
Suite 1202
Coral Gables, Florida 33134

Assistant Secretary:

Dulce M. Gonzalez
3690 N.W. 62nd Street
Miami, Florida 33147

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13.

(Signature of Chairman, Vice Chairman or any officer listed in number 12 of the application)

14.

Diego R. Suarez, President

(Typed or printed name and capacity of person signing application)

EXHIBIT "A"**Purpose**

The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as the general partner of Inter-American Real Estate, Ltd., a Florida limited partnership (the "LP"), whose sole purpose is to engage in investment in, and the ownership and development of certain real property located in Dade County, Florida, as identified on Schedule 1 attached hereto, together with all improvements thereon (collectively, the "Property"), including, owning, holding, selling, assigning, transferring, operating, leasing, mortgaging, pledging and otherwise dealing with the Property.

The corporation shall exercise all powers enumerated in the Delaware General Corporation Law necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth above, subject to the following terms and conditions:

1. The corporation shall only incur, or cause the LP to incur, indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of Washington Mortgage Financial Group, Ltd., its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not, and shall not cause the LP to, incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the corporation shall not, and shall not cause the LP to, dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the corporation will not, and shall not cause the LP to, voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors of the corporation. For so long as the First Mortgage exists on any portion of the Property, no material amendment to this certificate of incorporation, or to the corporation's by-laws or to the partnership agreement or the certificate of limited partnership of the LP may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. For so long as the corporation continues as general partner of the LP, the corporation shall not consent to the transfer of the limited partner's interest in the LP without unanimous consent of the corporation's board of directors.

2. For so long as the First Mortgage exists on any portion of the 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:

a. It shall establish and maintain an office through which its business shall be

conducted separate and apart from those of its parent, if any, and any affiliates or shall allocate fairly and reasonably any overhead for shared office space.

b. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.

c. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

d. It shall observe all corporate formalities.

e. It shall not commingle assets with those of its parent and any affiliate.

f. It shall conduct its own business in its own name.

g. It shall maintain financial statements separate from its parent and any affiliate.

h. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

i. It shall maintain an arm's length relationship with its parent and any affiliate.

j. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

k. It shall use stationary, invoices and checks separate from its parent and any affiliate.

l. It shall not pledge its assets for the benefit of any other entity including its parent and any affiliate.

m. It shall hold itself out as an entity separate from its parent and any affiliate.

For purposes hereof, the term "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.

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SCHEDULE 1

Property

3500 N.W. 62nd Street, Miami, Florida 33147

3570 N.W. 62nd Street, Miami, Florida 33147

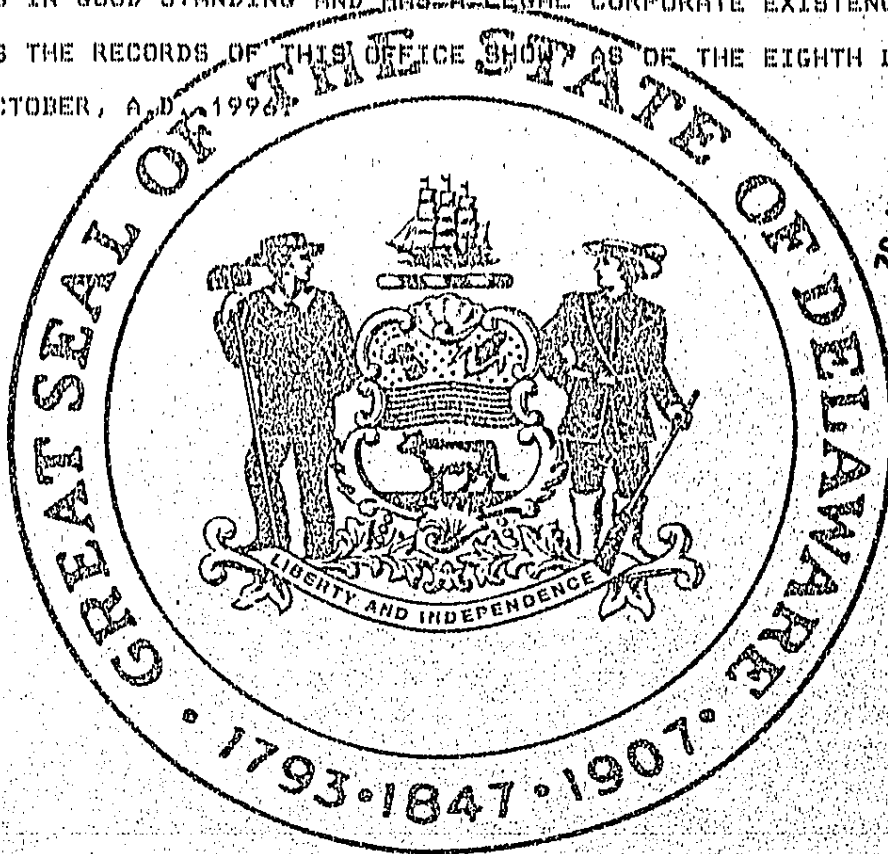
3600 N.W. 62nd Street, Miami, Florida 33147

3690 N.W. 62nd Street, Miami, Florida 33147

3750 N.W. 49th Street, Hialeah, Florida

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTER-AMERICAN REAL ESTATE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE EIGHTH DAY OF OCTOBER, A.D. 1996.



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2669993 8300

960293055

Edward J. Freel

Edward J. Freel, Secretary of State

8138814

AUTHENTICATION:

10-09-96

DATE: