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FLORIDA NON-PROFIT CORPORATION

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doral plaza ~~owner~~ association, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 3, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: DORAL PLAZA OWNER ASSOCIATION, INC.
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**ARTICLES OF INCORPORATION
OF
DORAL PLAZA OWNERS ASSOCIATION, INC.**

THE undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

DORAL PLAZA OWNERS ASSOCIATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

1666 Kennedy Causeway, Suite 610
Miami, Florida 33141

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, subject to the restrictions and limitations hereinafter set forth.

2. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution

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Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

6. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

7. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The name and street address of the initial registered agent shall be:

Pascal Lasry
1666 Kennedy Causeway, Suite 610
Miami, Florida 33141

ARTICLE V

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

Pascal Lasry
1666 Kennedy Causeway, Suite 610
Miami, Florida 33141

ARTICLE VI

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

PRESIDENT: Pascal Lasry
VICE PRESIDENT: Henry Konckier
SECRETARY: Henry Konckier
TREASURER: Pascal Lasry

ARTICLE VII

The members of the Board of Directors shall never be less than three (3) nor more than five (5) in number. The name and address of the initial Board of Directors shall be:

Henry Konckier
1666 Kennedy Causeway, Suite 610
Miami, Florida 33141

Pascal Lasry
1666 Kennedy Causeway, Suite 610
Miami, Florida 33141

John Lasry
1666 Kennedy Causeway, Suite 610
Miami, Florida 33141

The number of Directors to be elected, the manner of their election and their respective

terms shall be consistent with these Articles and as set forth in the by-laws.

ARTICLE VIII

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this Corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IX

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE X

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-laws.

The undersigned incorporator has executed these Articles of Incorporation this 1 day of July 2003.



PASCAL LASRY, INCORPORATOR

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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:

DORAL PLAZA OWNERS ASSOCIATION, INC.


2. The name and address of the registered agent and office is:

Pascal Lasry
(NAME)
1666 Kennedy Causeway, Suite 610
(P.O. BOX NOT ACCEPTABLE)
Miami, Florida 33141
(CITY/STATE/ZIP)

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SIGNATURE 
Pascal Lasry
TITLE President
DATE July, 2003

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 
Pascal Lasry
DATE July, 2003

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