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FLORIDA PROFIT/NON PROFIT CORPORATION

BANYAN DRIVE PRESERVATION ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
BANYAN DRIVE PRESERVATION ASSOCIATION, INC.**

I, the undersigned, for the purpose of forming a non-profit corporation under the Florida Not-For-Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **BANYAN DRIVE PRESERVATION ASSOCIATION, INC.** (the "Corporation").

ARTICLE II

The street address of the initial principle office, and its mailing address shall be:

1000 Brickell Avenue
Suite 1020
Miami, Florida 33131

ARTICLE III

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Florida Not For Profit Corporation Act as may be necessary or appropriate to fulfilling the purposes for which the Corporation is organized.

The Corporation shall not carry on or engage in, otherwise than as an insubstantial part of its activities, activities which in themselves are not in furtherance of its status.

**Preparer:
Ricardo Bajandas
Villanueva, Bajandas & Liebegott, LLP
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131
Ph. (305) 377-0086
FL BAR NO. 0987750**

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ARTICLE IV

The Corporation shall be governed by a board of directors (the "Board"). The Board shall be elected and serve in accordance with the terms of the by-laws of the Corporation. The Board shall consist of no fewer than three (3) members or, if larger, the number of members required by law. The following shall be the initial directors of the Corporation:

Guillermo Fernandez
5441 Banyan Drive
Coral Gables, FL 33156

Alexander Jordi
5390 Banyan Drive
Coral Gables, FL 33156

Enia Rivero
5450 Banyan Drive
Coral Gables, FL 33156

ARTICLE V

The street address of the Corporation's initial registered office is *1000 Brickell Avenue, Suite 1020, Miami, Florida 33131*. The name of the initial registered agent at such office is the law office of *Villanueva, Bajandas & Liebegott, LLP*.

ARTICLE VI

The name and address of the incorporator of the Corporation is *Ricardo Bajandas, Esq., 1000 Brickell Avenue, Suite 1020, Miami, Florida 33131*.

ARTICLE VII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another Corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it

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shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 18th day of *January*, 2007.



Ricardo Bajandas, Esq.
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **BANYAN DRIVE PRESERVATION ASSOCIATION, INC.:** (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 617.0513 of the Florida Not For Profit Corporation Act.

Dated as of the 18th day of *January*, 2007.

Villanueva, Bajandas & Liebegott, LLP

By: 

Ricardo Bajandas, as President of
Ricardo Bajandas, P.A., Partner

Executed on the 18th day of *January*, 2007.

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