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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Silvercrest Lakes Estates Homeowners' Assoc.

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NEW FILINGS	
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Ordered By: _____

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

UCC FILINE & SEARCH SERVICES
526 EAST PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: SILVERCREST LAKES ESTATES HOMEOWNERS' ASSOCIATION,
INC.
Ref. Number: W97000025064

We have received your document for SILVERCREST LAKES ESTATES HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00053408

corrected 11.11.97

Please backdate.

**ARTICLES OF INCORPORATION OF SILVERCREST LAKE ESTATES
HOMEOWNERS' ASSOCIATION, INC.
12405 SW 130th Street
Miami, Florida 33186**

97 NOV 4 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned incorporators hereby adopt the following Articles of Incorporation for the purpose of forming of forming a corporation not for profit:

PREAMBLE

Luxcom II, Inc., a Florida Limited Corporation (the "Developer"), as the owner of certain real property located in Dade County, Florida and legally described on Exhibit "A" attached hereto and incorporated herein by this reference (the "Property"), intends to execute and record a Declaration of Covenants and Restrictions for Silvercrest Lake Estates (the "Declaration") which will affect all or a portion of the Property. One of the purposes for which this Corporation is being formed is to administer the Declaration and to perform the duties and exercise the powers pursuant thereto as and when the Declaration and these Articles are recorded in the Public Records of Dade County, Florida. As used herein, the term "Corporation" shall be the equivalent of the term "Association" as defined in the Declaration. Words and phrases, when used in these Articles, shall have the same definitions as attributed to them in the Declaration.

ARTICLE I - NAME

The name of the corporation is Silvercrest Lake Estates Homeowner's Association, Inc., hereinafter sometimes referred to as the "Association" or "Corporation". The principal place of business and the mailing address shall be 12405 SW 130th Street, Miami, Florida 33186.

ARTICLE II - RESIDENT AGENT

The street address of the initial registered office of this corporation is 7270 NW 12th Street, PH-I, Miami, Florida 33126 and the name of the initial Registered Agent of this Corporation at such address is Sidney Z. Brodie. The Association may maintain offices add transact business on each other places as may from time to time be designated by the Board of Directors.

ARTICLE III - EXISTENCE

This Corporation shall commence on the date these Articles of Incorporation are

filed with Secretary of State of Florida and shall have perpetual existence.

ARTICLE IV - INCORPORATES

The names and addresses of the incorporators of this Corporation are as follows:

Oscar Barbara	12405 SW 130th Street, Miami, Florida 33186
Carlos Garcia	" "
Marta Fernandez	" "

ARTICLE V - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residential Living Units, Lots and Common Area and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For such purposes, the Association shall have and exercise the following authority and powers:

A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in Declaration, applicable to the Property to be recorded in the Public Records of Dade County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference as if the same were set forth herein at length.

B. To fix, levy, collect and enforce payment by and lawful means of all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct or the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property or the Association.

C. With the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy, at a duly called meeting at which a quorum is present, acquire (be gift, purchase or otherwise), improve, build upon, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in Connection with the affairs of the Association.

D. To own, hold, operate and maintain the real and personal property of the Association.

E. With the assent of two-thirds (2/3) of the votes of each class of members who are

voting in person or by proxy, at a duly called meeting at which a quorum is present, borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; provided, however, that the Association shall not need the approval of the members to borrow any amount less than \$25,000.00 or to secure said loan with property of the Association.

F. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the vote of each class of members entitled to vote.

G. To have and to exercise any and all of the common law and statutory powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation Act by law may now or hereafter have or exercise, which are not in conflict with the terms of these Articles, the Declaration and the Bylaws.

ARTICLE VI - MEMBERSHIP

A. Every person or entity, other than the Developer, (provided that the Class B membership continues to exist) who is a record owner of a fee undivided fee interest in any Lot, as defined in the Declaration, which is subject by covenants of record to assessment by the Association shall be a mandatory member of the Association upon the recordation in the Public Records of Dade County, Florida, of the deed or other instrument establishing the acquisition of title to and designating the Lot affected thereby. Such person or entity shall be known as an Owner and shall hold a Class A membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Such membership shall automatically terminate when such person or entity is no longer the record Owner of a Lot.

B. The Developer, as defined in the Declaration, shall automatically be a member of the Association upon the filing of the Declaration in the Public Records of Dade County, Florida, and shall hold the Class B membership.

ARTICLE VII - VOTING RIGHTS

The membership of the Association shall have voting rights, in relation to the class of membership, as follows:

Class A. Class A members, being all Owners, with the exception of the Developer (provided that Class B membership continues to exist), shall be entitled to one (1) vote for

each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member, being the Developer, shall be entitled to three (3) votes for each Lot owned. The Class B membership shall commence upon the filing of the Declaration in the Public Records of Dade County, Florida and shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

- (a) 75% of the units are deeded to homeowners; or
- (b) On December 31st, 1999.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Association shall be managed and governed by a Board of not less than three (3) nor more than nine (9) directors, and which shall always be an odd number. The directors shall be members of the Association, except that directors elected or appointed by the Developer need not be members of the Association. A majority of the directors in office shall constitute a quorum for the transaction of business.

The names and addresses of the persons who constitute the initial Board of Directors, until the selection and qualification of their successors, are:

Oscar Barbara	12405 SW 130th Street, Miami, Florida 33186
Carlos Garcia	" "
Marta Fernandez	" "

The initial Board of Directors herein designated shall serve until the first election of the Board of Directors at the first annual membership meeting after Class B membership has ceased and been converted to Class A membership, at which time the Board or the members shall elect the appropriate number of directors in accordance with the Bylaws.

Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws, however any director appointed by the Developer may only be removed by the Developer, and any vacancy on the Board shall be filled by the Developer if at the time, such vacancy is to be filled, the Developer is entitled to appoint the directors.

Until the Class B membership ceases to exist, the Developer shall have the right

to appoint all of the directors. Thereafter, the Developer shall have the right to appoint one (1) director so long as the Developer owns any Lot in the Property. The Developer may waive its right to appoint one or more directors by written notice to the Association, and thereafter directors shall be elected by the members.

ARTICLE IX - OFFICERS

Subject to the discretion of the Board of Directors, the affairs of the Association shall be administered by its officers, as designated in the Bylaws, who shall-serve at the pleasure of the Board of Directors. Said officers shall be members of the Association, except that officers elected or appointed by the Developer need not be members of the Association. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are:

NAME AND TITLE	ADDRESS
Oscar Barbara, President/ Director	12405 SW 130th Street, Miami, Florida 33186
Carlos Garcia, V.P./Director	" "
Marta Fernandez, Secretary/ Director	" "

ARTICLE X - INDEMNIFICATION or OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Associations, and in criminal actions or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or

misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such Person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred, and whether such director or officer acted in good faith and a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding. In the event that all the directors were parties to such action, suit or proceeding, such determination shall be made by the members of the Association by a majority vote of a quorum.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XI - TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one (1) or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XII - BYLAWS

The Bylaws of this Corporation shall initially be made and adopted by the first Board of Directors and recorded among the Public Records of Dade County, Florida. The Bylaws may be altered, amended or rescinded at any duly called meetings of the members of the Association in the manner provided for in the Bylaws. No amendment shall change the

rights and privileges of the Developer without its written approval.

ARTICLE XIII - AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

A. A resolution setting for the proposed amendment may be proposed by a majority of the Board or by not less than one-third (1/3) of the membership.

B. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

C. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of seventy-five percent (75%) of the total votes of each class of members entitled to vote.

D. Any number of amendments may be submitted to the members and voted upon by them at any meeting.

E. Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Developer, unless the Developer shall join in the execution of the amendment, including, but not limited to, any right of the Developer to appoint directors pursuant to Article VIII.

F. Notwithstanding anything herein to the contrary, these Articles shall not be amended in any manner which shall amend, modify or affect any provision, term, condition, right or obligation set forth in the Declaration, as the same may be amended from time to time in accordance with the respective terms thereof.

G. Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of state shall be recorded in the Public Records of Dade County.

ARTICLE XIV - DISSOLUTION

Without the consent of the Developer, the Association shall not be dissolved until Developer has sold all of the Lots in the property. Thereafter, the Association may be dissolved with the affirmative vote of not less than seventy-five percent (75%) of the votes of each class of members entitled to vote. In the event of dissolution or final liquidation of the members of the Association entitled, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused, such assets shall, be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish an right or title of any member vested in him under the recorded Declaration unless made in accordance with the provisions of such Declaration.

ARTICLE XV - FNMA/FHLMC APPROVAL

For so long as there is a Class B membership, the following actions will require the approval of either the Federal National Mortgage Association (FNMA "Fannie Mae") or The Federal Home Loan Mortgage Corp., (FHLMC "Freddie Mac") if any mortgage encumbering a Lot within the Property is guaranteed or insured by either such agency: (a) annexation of additional properties other than the Undeveloped Parcel; (b) mergers and consolidations; (c) mortgaging or dedication of Common Area and (d) dissolution or amendment of these Articles. Such approval, however, shall not be required where the amendment is made to correct errors, omissions or conflicts or is required by any institutional lender so that such lender will make, insure or guarantee mortgage loans encumbering the Lots and/or Living Units, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Developer or to the Association within twenty (20) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery, and such approval shall be conclusively evidenced by a certificate of Developer or the Association that the approval was given or deemed given.

Notwithstanding anything herein to the contrary, approval of the FNMA or FHLMC shall only be required if any mortgage encumbering a Lot and/or Living Unit within the Property is guaranteed or insured by either of such agencies.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation on the dates hereinafter set forth.

Laura Saenz
Laura Saenz

Oscar Barbara
OSCAR BARBARA, PRES.

Lisa Nieves
Lisa Nieves

Dated: 8/14/97

Laura Saenz
Laura Saenz

Carlos Garcia
CARLOS GARCIA, V.P.

Lisa Nieves
Lisa Nieves

Dated: 8/14/97

Laura Saenz
Laura Saenz

Marta Fernandez
MARTA FERNANDEZ, SCTY.

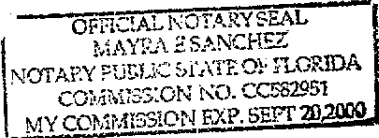
Lisa Nieves
Lisa Nieves

Dated 8/14/97

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 14 day of August, 1997 by Oscar Barbara., as President of Silvercrest Lake Estates Homeowners' Association, Inc., a Florida corporation, who is personally known to me and did not take an oath.

Mayra E. Sanchez
Name: Mayra E. Sanchez
Notary Public State of Florida
My commission expires:



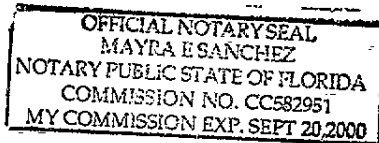
STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 14

day of August, 1997 by Carlos Garcia as Vice-President of Silvercrest Lake Estates Homeowner's Association, Inc., a Florida Corporation, who is personally known to me or produced _____ as identification and did/did not take an oath.

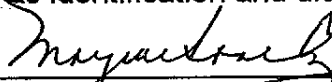


Name: Mayra E. Sanchez
Notary Public State of Florida
My commission expires:

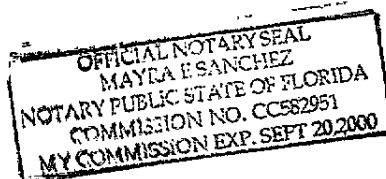


STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 14 day of AUGUST, 1997 by Marta Fernandez as Secretary of Silvercrest Lake Estates Homeowners' Association, Inc., a Florida corporation, who is personally known to me or produced _____ as identification and did/did not take an oath.



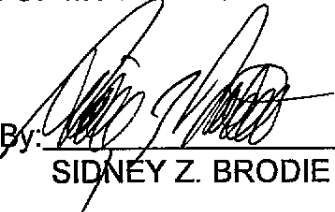
Name: Mayra E. Sanchez
Notary Public State of Florida
My commission expires:



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 FLORIDA LAW, THE FOLLOWING IS SUBMITTED:

FIRST—THAT SILVERCREST LAKE ESTATES HOMEOWNER'S ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE STATE OF FLORIDA, HAS NAMED SIDNEY Z. BRODIE LOCATED AT 7270 NW 12TH STREET, PH-I, MIAMI, FLORIDA 33126 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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.

By: 

SIDNEY Z. BRODIE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A portion of Tracts 61 through 64, "FLORIDA FRUIT LANDS COMPANY'S SUBDIVISION" of Section 15, Township 52 South, Range 40 East, according to the plat thereof, recorded in Plat Book 2, at Page 17 of the Public Records of Dade County, Florida, being more particularly described as follows:

Commence at the Center of said Section 15 and run South 2 degrees 14 minutes 22 seconds East along the West line of the Southeast 1/4 of said Section 15 for 144.14 feet to the Point of Beginning of the parcel hereinafter described, said point being the Southwest corner of the plat of "FOURTH ADDITION TO ROYAL OAKS" as recorded in Plat Book 131 at Page 53 of the Public Records of Dade County, Florida; thence South 89 degrees 33 minutes 06 seconds East along the South line of said "FOURTH ADDITION TO ROYAL OAKS" for 1261.71 feet; thence South 2 degrees 15 minutes 40 seconds East for 25.01 feet; thence South 89 degrees 33 minutes 06 seconds East for 27.00 feet to point that is 30 feet West of the East line of the aforementioned Tract 64, said point lying in the Westerly Right-of-Way line of N. W. 79th Avenue; thence South 7 degrees 15 minutes 40 seconds East along said Westerly Right-of-Way line of N.W. 79th Avenue for 911.14 feet; thence North 89 degrees 33 minutes 06 seconds West, along a line parallel with and 935.10 feet South of, as measured at right angles to, the aforesaid South line of "FOURTH ADDITION TO ROYAL OAKS" for 1289.06 feet to the West line of the aforesaid Southeast 1/4 of Section 15; thence North 2 degrees 14 minutes 22 seconds West, along the West line of the Southeast 1/4 of Section 15, for 936.13 feet to the Point of Beginning, lying and being in Dade County, Florida.

PARCEL II:

and

A portion of Tracts 58 through 61, "FLORIDA FRUIT LANDS COMPANY'S SUBDIVISION" of Section 15, Township 52 South, Range 40 East, according to the plat thereof as recorded in Plat Book 2 at Page 17 of the Public Records of Dade County, Florida, being more particularly described as follows:

Begin at the intersection of the North line of "ROYAL OAKS OFFICE PARK SECTION TWO", according to the plat thereof, recorded in Plat Book 145 at Page 32 of the Public Records of Dade County, Florida, with the West line of the Southeast 1/4 of Section 15; thence run North 2 degrees 14 minutes 22 seconds West along the West line of the Southeast 1/4 of Section 15, for 940.04 feet; thence South 89 degrees 33 minutes 06 seconds East, along a line parallel with and 935.10 feet South of, as measured at right angles to, the South line of "FOURTH ADDITION TO ROYAL OAKS", according to the plat thereof recorded in Plat Book 131 at Page 53, of the Public Records of Dade County, Florida, for 1289.06 feet to a point 30 feet West of the East line of the aforesaid Tract 61, said point lying in the Westerly Right-of-Way line of N. W. 79th Avenue; thence South 2 degrees 15 minutes 40 seconds East, along said Westerly Right-of-Way line of N. W. 79th Avenue, for 893.71 feet to the most Northerly corner of Tract A, of "ROYAL OAKS OFFICE PARK SECTION ONE", according to the plat thereof, recorded in Plat Book 143 at Page 93, of the Public Records of Dade County, Florida; thence South 43 degrees 57 minutes 09 seconds West along the Northwesterly boundary of said Tract A for 49.68 feet; thence North 89 degrees 50 minutes 01 seconds West along a line parallel with and 4.10 feet North of the North line of said "ROYAL OAKS OFFICE PARK SECTION ONE" for 287.29 feet; thence South 0 degrees 09 minutes 59 seconds West, at right angles to the last described course, for 4.10 feet; thence North 89 degrees 50 minutes 01 seconds West, along the North lines of the aforesaid "ROYAL OAKS OFFICE PARK SECTION ONE" and "ROYAL OAKS OFFICE PARK SECTION TWO", for 965.78 feet to the Point of Beginning, lying and being in Dade County, Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA