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ACCOUNT NO. : 072100000032
REFERENCE : 695520 4303929
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 12 PM 4:55

ORDER DATE : May 12, 2000
ORDER TIME : 3:42 PM
ORDER NO. : 695520-005
CUSTOMER NO: 4303929

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CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC FILING

NAME: GABLES SQUARE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

00 MAY 12 PM 4:43

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DIVISION OF CORPORATIONS

00 MAY 12 PM 4: 55

ARTICLES OF INCORPORATION
OF
GABLES SQUARE HOLDINGS, INC.

ARTICLE I

The name of the corporation is GABLES SQUARE HOLDINGS, INC. (the "Corporation").

ARTICLE II

The address of the initial principal office and the mailing address of the Corporation is 2600 Douglas Road, Suite 204, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

X. Francisco Rosales
2600 Douglas Road
Suite 204
Coral Gables, Florida 33134

ARTICLE VII

The name of the Incorporator is Stacey-Ann M. Rowe and the address of the Incorporator is 1221 Brickell Avenue, 24th Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th day of May, 2000.

Stacey-Ann M. Rowe
Stacey-Ann M. Rowe, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GABLES SQUARE HOLDINGS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

Deborah D. Skipper
Agent for the Registered Agent

Dated: May 12th, 2000

Deborah D. Skipper
as its agent

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