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FLORIDA PROFIT CORPORATION OR P.A.

Fernwood Tropical Estate, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**Fernwood Tropical Estate, Inc.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is Fernwood Tropical Estate, Inc. (the "Corporation").

**ARTICLE II**  
**Powers**

The organization is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**  
**Authorized Capital**

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE IV**  
**Address**

The address of the principal office of the Corporation and its mailing address is: c/o Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, FL 33131.

**Preparer:**  
John Mischel  
Florida Bar No. 141658  
Allen & Galego (see fictitious name filing for registered agent)  
601 Brickell Key Drive, Suite 805  
Miami, FL 33131  
Phone (305) 372-3300

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**ARTICLE V**  
**Registered Office and Agent**

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, FL 33131, and the name of the initial registered agent at such office is the law office of Allen & Galego.

**ARTICLE VI**  
**Indemnification**

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it 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 officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of the Corporation is John Mischel, Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 7<sup>th</sup> day of June, 2000.

  
John Mischel, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for Fernwood Tropical Estate, Inc., at the place designated in the articles of incorporation:

- (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 607.0505 of the Florida Business Corporation Act.

Dated as of the 7<sup>th</sup> day of June, 2000.

Allen & Galego

By: *J. Mischel*  
John Mischel, Vice President

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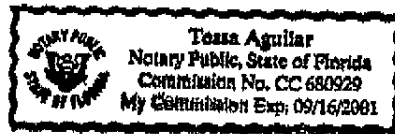
The foregoing instrument was acknowledged before me on this 7<sup>th</sup> day of June, 2000 by John Mischel, to me personally known and who has taken the oath.

*Jesse Aguilar*  
Notary Public, State of Florida

Tessa Aguilar  
(Print Name)  
My Commission Expires: 9/16/2001

Dated as of the 7<sup>th</sup> day of June, 2000

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