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ACCOUNT NO. : 072100000032
REFERENCE : 785230 7199649
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 78.75

ORDER DATE : August 2, 2000
ORDER TIME : 2:53 PM
ORDER NO. : 785230-005
CUSTOMER NO: 7199649
CUSTOMER: Ms. Olga Duque
Hunton & Williams

500003344605--0

1 Biscayne Tower
2 South Biscayne Blvd
Miami, FL 33131

DOMESTIC FILING

NAME: AMERICAS PROPERTY MANAGEMENT CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JP 8/2/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -2 PM 4: 10

00 AUG -2 PM 3: 52

RECEIVED

**ARTICLES OF INCORPORATION
OF**

00 AUG -2 PM 4: 10

AMERICAS PROPERTY MANAGEMENT CORPORATION

ARTICLE I - NAME

The name of the corporation is AMERICAS PROPERTY MANAGEMENT CORPORATION (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 10598 N.W. South River Drive, Miami, Florida 33178.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301-2525; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article VI - BOARD OF DIRECTORS

The number of members of the Board of Directors shall initially be two (2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The manner of

election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:


Lorenzo Arce
10598 N.W. South River Drive
Miami, Florida 33178

Jonathan E. Aibel
10598 N.W. South River Drive
Miami, Florida 33178

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Abigail C. Watts-FitzGerald, Hunton & Williams, One Biscayne Tower, Suite 2500, 2. S. Biscayne Boulevard, Miami., Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of July, 2000.



Incorporator: Abigail C. Watts-FitzGerald

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -2 PM 4: 10

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Americas Property Management Corporation, desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 2ⁿ day of ^{August} ~~July~~, 2000.


Registered Agent
BRIAN COURTNEY, ASST. V.P.