

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305)416-6800
Fax Number : (305)416-6811

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FGR Ritz 524 Corp.

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ARTICLES OF INCORPORATION

OF

FGR Ritz 524 Corp.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **FGR Ritz 524 Corp.** (the "Corporation").

PRINCIPAL ADDRESS

The principle address of the Corporation is 455 Grand Bay Drive, #524, Key Biscayne, Florida 33149.

MAILING ADDRESS

The mailing address of the Corporation is c/o 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 1200 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of its initial registered agent at such address is AGI Registered Agents, Inc.

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ARTICLE III

DURATION

The duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES

The general purposes for which the Corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

POWERS OF THE CORPORATION

The Corporation shall have the same powers, construed as broadly as possible, of an individual to do all things necessary and convenient to carry out its purposes, business and affairs, subject to any limitations imposed by applicable law or these Articles of Incorporation.

ARTICLE VI

AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue and have outstanding at any time is **ONE HUNDRED (100)** shares of common stock. Such shares shall be of a single class, and shall have a par value of **One Dollar (\$1.00)** per share. The foregoing may be amended at any time as provided in the Bylaws of the Corporation and by applicable law.

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All holders of shares of common stock shall be identified with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance at any time and from time to time of additional shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Notwithstanding anything in these Articles of Incorporation to the contrary, any and all rights of the shareholders and/or owners of the shares of stock of this Corporation may be subject to a Shareholders' Agreement governing the rights and powers of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, shall be kept on file by the Secretary of the Corporation.

ARTICLE VII

REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed to in writing by the Corporation, the

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Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII

BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX

DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is three (3). The name and address of the persons who are to serve as members of the initial board of directors are:

Ramiro Maria Fernandez Candia	455 Grand Bay Drive #524 Key Biscayne, Florida 33149
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Gonzalo Maria Fernandez Candia	455 Grand Bay Drive #524 Key Biscayne, Florida 33149
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Francisco Javier Maria Fernandez Candia	455 Grand Bay Drive #524 Key Biscayne, Florida 33149
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ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of the Corporation is:

AGI Registered Agents, Inc.
1200 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify each director, officer, incorporator and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a director, officer, incorporator or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

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Executed by the undersigned, on the 17th day of November, 2000.

AGI REGISTERED AGENTS, INC.

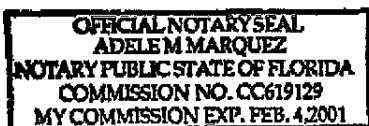
By: [Signature]Name: Robert R. AdamsTitle: President

STATE OF FLORIDA)

)ss:

COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me this 17th day of November, by Robert R. Adams, the President of AGI Registered Agents, Inc., a Florida corporation, on behalf of the corporation.

[Signature]
NOTARY PUBLIC, State of Florida

Print Name _____

Commission No. _____

My Commissions Expires: _____

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI REGISTERED AGENTS, INC.

By: [Signature]Name: Robert R. AdamsTitle: President

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