

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P01000011528

CONTACT: CINDY HICKS

DATE: 1-31-01

REF. #: 0150.14171

CORP. NAME: MURANO ~~PA~~ AT PORTOFINO
REALTY, INC.

- ☒ ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: _____

100003617301--0
-01/31/01--01031--001
*****78.75 *****78.75

STATE FEES PREPAID WITH CHECK# 10023 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- ☒ CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY
() CERTIFICATE OF STATUS

Examiner's Initials

T. SMITH JAN 31 2001

ARTICLES OF INCORPORATION
OF
MURANO AT PORTOFINO REALTY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation is MURANO AT PORTOFINO REALTY, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Matt Allen, 2828 Coral Way, Penthouse Suite, Coral Gables, Florida 33145.

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 fifty (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 2828 Coral Way, City of Coral Gables, County of Miami-Dade, State of Florida 33145 and the name of its initial registered agent at such office is Matt Allen.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) 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 Director, who will serve as the Corporation's director until a successor(s) is duly elected and qualified is:

Jorge Perez
2828 Coral Way
Penthouse Suite
Coral Gables, Florida 33145

ARTICLE VII

The name of the Incorporator is Gary A. Saul and the address of the Incorporator is 1221 Brickell Avenue, 21st. 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.

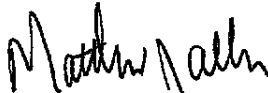
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16 day of January, 2001.



Gary A. Saul, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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



Matt Allen
As Agent for the Registered Agent

Dated: January 16, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA