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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

SAILBOAT COVE DEVELOPMENT CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SAILBOAT COVE DEVELOPMENT CORPORATION

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

SAILBOAT COVE DEVELOPMENT CORPORATION

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation is:

Suite 100, Doral Executive Center 2
3625 NW 82 Avenue
MIAMI, FL 33166

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares having an individual par value of \$ —

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TALLAHASSEE, FLORIDA

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Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Jose Perez de Corcho
Suite 100, Doral Executive Center 2
3625 NW 82 Avenue
MIAMI, FL 33166

ARTICLE VII

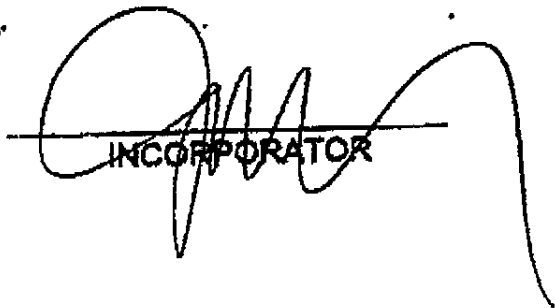
The name and address of the initial board of director(s) shall be:

<u>MARCELO C. ALI, President</u>	<u>ARMANDO D. ESCOBAR, Vice President</u>
<u>9915 NW 29 Street</u>	<u>15731 W 46 Street</u>
<u>MIAMI, FL 33172</u>	<u>MIAMI, FL 33185</u>

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Jose Perez de Corcho
Suite 100, Doral Executive Center 2
3625 NW 82 Avenue
MIAMI FL 33166

The undersigned has executed these Articles of Incorporation this 8th
day of February, 2001.



INCORPORATOR

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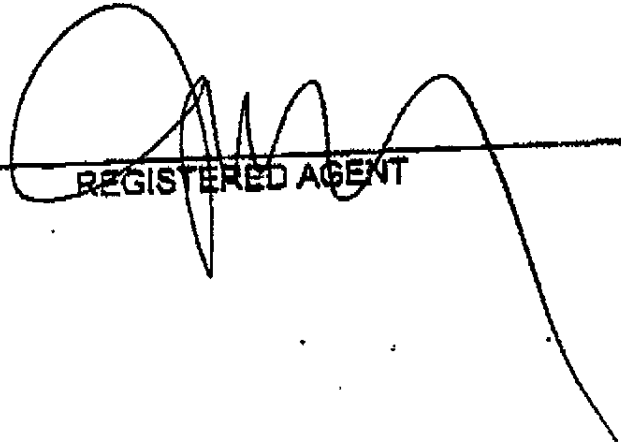
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SAILBOAT COVE DEVELOPMENT CORPORATION
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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