

P010000042684



ACCOUNT NO. : 072100000032

REFERENCE : 130994 3460C

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

FILED
2001 APR 27 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 27, 2001

ORDER TIME : 10:27 AM

ORDER NO. : 130994-005

CUSTOMER NO: 3460C

900004084779--1

CUSTOMER: Claire Scott, Legal Assistant
Robert W. Stewart, P.a.

Suite 1006
999 Brickel Ave
Miami, FL 33131

DOMESTIC FILING

NAME: HARBOR HILL OAKS CORP.

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: Sandra Mathis - EXT. 165

EXAMINER'S INITIALS:

RECEIVED
01 APR 27 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JP 4/27/01

EFFECTIVE DATE
4/24/01
ARTICLES OF INCORPORATION
OF
HARBOR HILL OAKS CORP.

2001 APR 27 PM 12:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

Article I.

CORPORATE NAME

The name of the corporation shall be HARBOR HILL OAKS CORP.

Article II.

STREET ADDRESS

The street address of the initial principal office of the corporation shall be 247 Greco Avenue, Coral Gables, Florida 33146.

Article III.

AUTHORIZED SHARES

The number of shares the corporation is authorized to issue shall be ten thousand (10,000) shares of common stock with a par value of \$1.00 per share that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

Article IV.

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

Article V.

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 1006, Miami, Florida 33131. The initial registered agent at that office is ROBERT W. STEWART, P.A.

Article VI.

INCORPORATOR

The name and address of the incorporator is:

VICTOR E. CLARKE
247 GRECO AVENUE
CORAL GABLES, FLORIDA 33143

Article VII.

DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors are:

VICTOR E. CLARKE
247 GRECO AVENUE
CORAL GABLES, FLORIDA 33143

Article VIII.

PURPOSE

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article XIX.

INDEMNIFICATION

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850 or any successor statute thereto.

Article X.

BY LAWS

The power to alter, amend or repeal by-laws is reserved to the shareholders of the corporation.

Article XI.

ARTICLES OF INCORPORATION

The power to amend the articles of incorporation of the corporation is reserved to the shareholders of the corporation.

XII.

PREFERENCES

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

Article XIII.

DIVISION OF SHARES

The corporation may effect a division or combination of its shares only by action of the shareholders of the corporation.

XIV.

RESTRICTIONS ON TRANSFER OF SHARES

Any transfer of shares of the corporation shall obligate a shareholder of the corporation first to offer the other shareholders an opportunity to acquire the shares proposed for transfer as per terms and conditions from time to time set forth in the by-laws of the corporation.

Article XV.

ACTION BY SHAREHOLDERS

Action required or permitted to be taken at an annual or special meeting of shareholders maybe taken without a meeting, without prior notice and without a vote if the action is taken by the holders of all of the outstanding shares of the stock of the corporation.

Article XVI.

CUMULATIVE VOTING

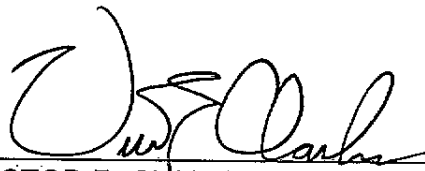
All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

XVII.

EFFECTIVE DATE

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

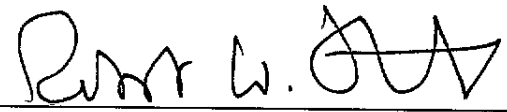
In witness whereof this instrument has been executed the 24th day of April, 2001.



VICTOR E. CLARKE, Incorporator

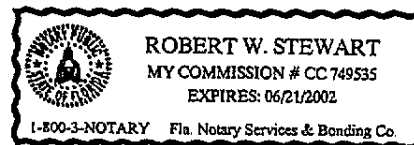
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 24th day of April, 2001 by VICTOR E. CLARKE, who is personally known to me and who did take an oath.



NOTARY PUBLIC, State of Florida at Large

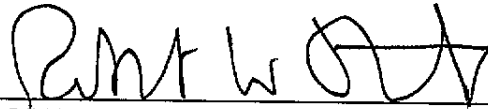
My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.



ROBERT W. STEWART, President
Registered Agent

FILED
2001 APR 27 PM 12:53
SEC. OF STATE
TALLAHASSEE FLORIDA