

Address

201000

City/State/Zip _____ Phone (____) _____

PO1000050135

FILED
MAY 21 AM 10:35
TALLAHASSEE, FLORIDA
SECOND JUDICIAL CIRCUIT

1. Minto Villaggio, Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
 f (Corporation Name) (Document #)

[illegible]

☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

☐ Annual Report
☐ Fictitious Name

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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-05/21/01--01045--006
*****70.00 *****70.00

J. BRYAN MAY 21 2001

☒ Annual Report
☐ Fictitious Name

Kindra/Sunstate GAVE
AUTHORIZATION BY PHONE TO
CORRECT eff. date to be 5/14
DATE 5/21/01 @ 10:26am
DOC. EXAM J. Bray

CR2E071C(7/97)

ARTICLES OF INCORPORATION

OF

MINTO VILLAGGIO, INC.

FILED
01 MAY 21 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be MINTO VILLAGGIO, INC., and the principal place of business and mailing address of this corporation shall be: 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073-3450.

ARTICLE II
DURATION

This corporation shall commence its existence as of May 14, 2001, , and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073-3450, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael Greenberg.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is Mr. Michael Greenberg, 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073-3450.

ARTICLE VII

DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

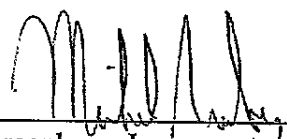
ARTICLE VIII
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17 day of May, 2001.



Michael Greenberg, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

MINTO VILLAGGIO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4400 West Sample Road, Suite 200, in the City of Coconut Creek, , State of Florida, has named Michael Greenberg, 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073-3450, County of Broward, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Michael Greenberg, Registered Agent

DATED: This 14 day of May, 2001

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01 MAY 21 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA