

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JORGE L. GURIAN P.A.
Account Number : I20010000123
Phone : (305) 279-4101
Fax Number : (305) 279-1489

FLORIDA PROFIT CORPORATION OR P.A.**CMS PROPERTIES INC.**

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
CMS PROPERTIES INC**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: CMS PROPERTIES INC

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 75 Valencia Avenue, 4th Floor, Coral Gables, Florida 33134

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Jorge Gurian
75 Valencia Avenue, 4th Floor
Coral Gables, Florida 33134

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ARTICLE V

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

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ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian
75 Valencia Avenue, 4th Floor
Coral Gables, FL 33134

ARTICLE VII

The names and addresses of the initial directors of the corporation are as follows:

Clara Michelen, Ingrid Pablo, Rosario Michelen and Jose Michelen
75 Valencia Avenue, 4th Floor
Coral Gables, Florida 33134

ARTICLE VIII

The names and addresses of the initial officers of the corporation are as follows:

Clara Michelen	Jose Michelen	Rosario Michelen	Ingrid Pablo
President	Secretary	Vice President	Treasurer

The address for all of the officers is 75 Valencia Avenue, 4th Floor, Coral Gables, Florida 33134.

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

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The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 11th day of June, 2001.


JORGE GURIAN
INCORPORATOR

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

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: CMS PROPERTIES INC
2. The name and the Florida street address of the initial registered agent are:

Jorge Gurian
75 Valencia Avenue, 4th Floor
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for CMS PROPERTIES INC at the place designated in this certificate, 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.


JORGE GURIAN

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