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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

AZUL KEY BISCAYNE, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF****AZUL KEY BISCAVNE, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I**NAME**

The name and address of this Corporation shall be:

AZUL KEY BISCAVNE, INC.
1101 Brickell Avenue, Suite 1400
Miami, FL 33131

ARTICLE II**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$ 0.01 per share.

This Instrument Prepared by:
John S. Tenenholtz, Esq.
Florida Bar No. 694665
Rafferty, Gutiérrez, Sánchez-Aballí,
Stolzenberg & Gelles, P. A.
1101 Brickell Avenue, Suite 1400
Miami, FL 33131

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ARTICLE IV**TERM OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1101 Brickell Avenue, Suite 1400
Miami, FL 33131

The name of the initial registered agent of this Corporation at that address shall be:

John S. Tenenholtz

ARTICLE VI**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Name**Street Address**

Marcelo Leonardo Elias Mark

1101 Brickell Avenue, Suite 1400
Miami, FL 33131

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

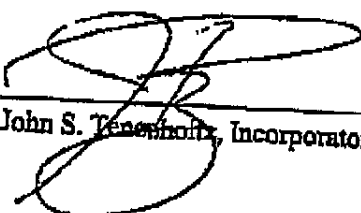
Name

John S. Tenenholtz

Street Address

1101 Brickell Avenue, Suite
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 17th day of July, 2001.



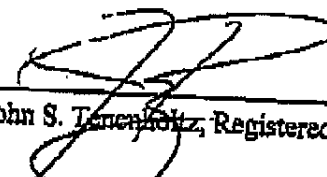
John S. Tenenholtz, Incorporator

H 01000082302**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, AZUL KEY BISCAYNE, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1101 Brickell Avenue, Ste. 1400, Miami, Florida 33131, has named John S. Tenenholtz, located thereat as its registered agent to accept service of process within this state.

By: 
John S. Tenenholtz, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
John S. Tenenholtz, Registered Agent

Dated: July 17, 2001

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