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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 : GREENBERG TRAUIG (ORLANDO)
Account Number : 103731001374
Phone : (407) 418-2435
Fax Number : (407) 420-5909

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 26 PM 4: 29

FLORIDA PROFIT CORPORATION OR P.A.

HARB PORTOFINO GP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION
OF
HARB PORTOFINO GP, INC.

ARTICLE I - NAME

The name of this corporation is: **HARB PORTOFINO GP, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is: 3700 34th Street, Orlando, Florida 32805. The initial mailing address of the corporation is: 3700 34th Street, Orlando, Florida 32805.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is: 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Joseph J. JeBailey

Address

111 North Orange Avenue
20th Floor
Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 26th day of September, 2001.

By:

Joseph J. JeBailey
Incorporator

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That HARB PORTOFINO GP, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at: 1201 Hays Street, Tallahassee, Florida 32301, has named Corporation Service Company as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: September 26th, 2001.


Corporation Service Company
Registered Agent

BRIAN COURTNEY, ASST. V.P.

Notary Public in and for the State of Florida, No. 11,000,000,000

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