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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

BAY DRIVE DEVELOPMENT III, CORP.

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

STATE OF FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
BAY DRIVE DEVELOPMENT III, CORP.
A FLORIDA CORPORATION**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is BAY DRIVE DEVELOPMENT III, CORP., and the mailing address and the street of the principal office of the corporations shall be 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the real estate business;
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 220, Miami, Florida 33131, and the name of its initial registered agent at such address, is GRISALES & ALFANO, LLC.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation are two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: Marcela Losardo (President)
Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

Name: Fernando Mitjans (Vice-president/Secretary)
Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

ARTICLE SEVEN

INCORPORATORS

The name of the incorporator is:

Name: IBAGUE PROPERTIES, INC., a British Virgin Island Company.

Executed by the undersigned at on October 15, 2001

By: Fernando Mitjans

By: Marcela Losardo

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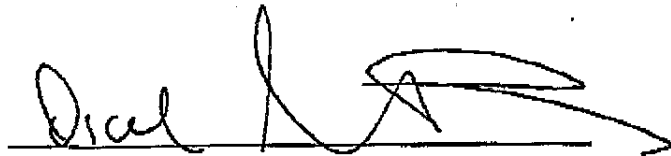
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is BAY DRIVE DEVELOPMENT III, CORP.
2. The name of the registered agent is GRISALES & ALFANO, LLC
3. The address of the registered agent/principal office is 801 Brickell Avenue, Suite 220, Miami, Florida 33131.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.



By: OSCAR GRISALES-RACINI, ESQUIRE

For the Firm

Date: October 15, 2001

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