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To:

Division of Corporations  
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

BAY DRIVE DEVELOPMENT X, CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF  
BAY DRIVE DEVELOPMENT X, 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 X, 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 four (4). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: Ernesto Luis Brodschi (President)  
Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

Name: Norma Beatriz Perelsztein de Brodschi (Vice-president)  
Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

Name: Mario Victor Polak (Secretary)  
Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

Name: Maria Silvia Slamovich de Polak (Treasurer)  
Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

## ARTICLE SEVEN

### INCORPORATORS

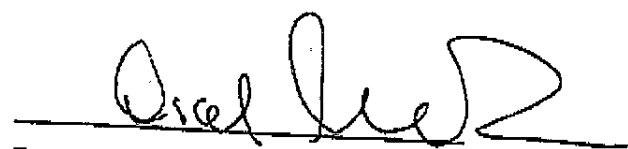
The name of the incorporator is:


Name: CUCUTA CORP, a British Virgin Island Company.

Executed by the undersigned at on October 15, 2001

  
By: Ernesto Luis Brodschi (President)

  
By: Norma Beatriz Perelsztein de Brodschi

  
By: Mario Victor Polak

  
By: Maria Silvia Slamovich de Polak

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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 X, 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

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Date: October 15, 2001

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