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ARVESÚ URDANETA CALZADILLA & PÉREZ-BURELLI

AN INTERNATIONAL LAW FIRM

MANUEL M. ARVESÚ  
JUAN VICENTE URDANETA\*

EDUARDO A. EXPOSITO

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MARCELL FELIPE

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IGNACIO BERRIZBEITIA LÓPEZ\*\*  
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\*FOREIGN LEGAL CONSULTANT NOT  
ADMITTED TO PRACTICE LAW IN FLORIDA  
†CERTIFIED TAX ATTORNEY  
‡ADMITTED ONLY IN PENNSYLVANIA  
\*\*ADMITTED ONLY IN VENEZUELA

October 24, 2001

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

900004655729--5  
-10/23/01--01005--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: *Name of Corporation:* *Real Estate Development and Construction Inc.*

Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation for *Real Estate Development and Construction Inc.* for filing and a check in the amount of \$ 78.75 payable to the Secretary of State to cover the following:

Filing Fee	\$ 35.00
Designation of Register Agent	\$ 35.00
Certified Copy	\$ 8.75
<b>TOTAL:</b>	<b>\$ 78.75</b>

Once filed, kindly mail a certified copy of the Articles of Incorporation to our office and fax us a copy of the same.

If you have any questions, do not hesitate to contact the undersigned.

Sincerely,  
ARVESÚ URDANETA  
CALZADILLA & PÉREZ-BURELLI

Ibis T. Alonzo  
Legal Assistant

01 OCT 26 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

/ita  
Enclosures

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T. Burch OCT 29 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**REAL ESTATE DEVELOPMENT AND CONSTRUCTION, INC.**

FILED  
01 OCT 26 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

**ARTICLE I - Name**

The name of the corporation is **REAL ESTATE DEVELOPMENT AND CONSTRUCTION INC.**

**ARTICLE II - Principal Office**

The initial principal place of business or mailing address of the Corporation shall be c/o ARVESÚ URDANETA CALZADILLA & PÉREZ-BURELLI, 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE III - Term of Existence**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after

they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### **ARTICLE IV - Nature of Business**

This corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE V - Authorized Shares**

(a) Number. The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of \$1.00 each.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

#### **ARTICLE VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is JUAN VICENTE URDANETA.

#### **ARTICLE VII - Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have **two (2)** directors initially. The number of directors

may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

Name:

Address:

Gustavo Alonzo

888 Brickell Avenue, 5<sup>th</sup> Floor  
Miami, Florida 33131

Mariela Gutierrez

888 Brickell Avenue, 5<sup>th</sup> Floor  
Miami, Florida 33131

#### **ARTICLE VIII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

#### **ARTICLE IX - Incorporator**

The name and address of the subscriber to these Articles are:

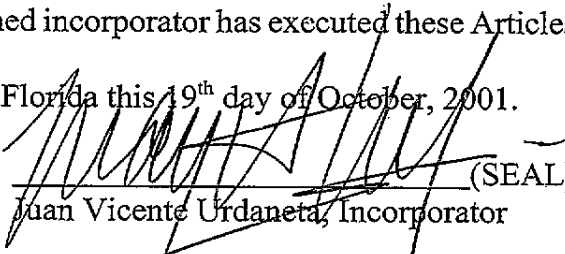
Name:

Address:

JUAN VICENTE URDANETA

888 Brickell Avenue, 5<sup>th</sup> Floor  
Miami, Florida 33131

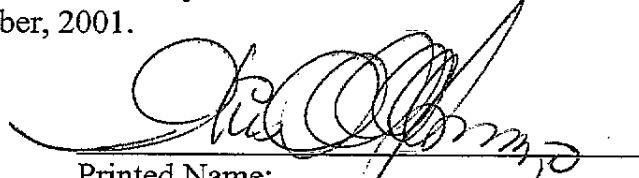
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 19<sup>th</sup> day of October, 2001.

  
(SEAL)  
Juan Vicente Urdaneta, Incorporator

STATE OF FLORIDA                    )  
                                              )SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority, this day personally appeared JUAN VICENTE URDANETA, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami-Dade County, Florida this 19<sup>th</sup> day of October, 2001.



Printed Name:

Notary Public

My Commission Expires



Ibis T Alonzo

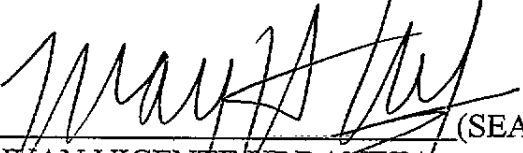
My Commission CC924862

Expires April 03, 2004

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

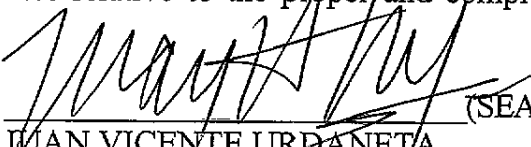
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**REAL ESTATE DEVELOPMENT AND CONSTRUCTION, INC.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Juan Vicente Urdaneta, located at 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

  
(SEAL)  
JUAN VICENTE URDANETA  
Incorporator

Dated: October 19, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
(SEAL)  
JUAN VICENTE URDANETA  
Registered Agent

Dated: October 19, 2001

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**FILED**  
01 OCT 26 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA