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Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE  
12/11/01

FLORIDA PROFIT CORPORATION OR P.A.  
BONITAS  
VISTAS CORPORATION

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 12, 2001

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**EFFECTIVE DATE**  
12/11/01

**ARTICLES OF INCORPORATION  
OF  
VISTAS BONITAS CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is **VISTAS BONITAS CORPORATION** and its mailing address is 201 South Biscayne Boulevard, Suite 3400, Miami, FL 33131, attention: Ignacio G. del Valle.

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE AND PERMITTED ACTIVITY**

The general purpose of the Corporation shall be the transaction of any and all lawful business or activities, and the Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

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**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value per share.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 201 South Biscayne Boulevard, Suite 3400, Miami, FL 33131. The initial Registered Agent at that address is Ignacio G. del Valle.

**ARTICLE VII**

**DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

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NAMESADDRESSES

Ignacio de la Rocha

201 South Biscayne Boulevard, Suite 3400  
Miami, Florida 3331ARTICLE VIIIOFFICERS

The first slate of officers who shall hold office for the first year of existence of the Corporation or until their successors are elected and qualified shall be:

Ignacio de la Rocha

President and Secretary

Laura Amalia de la Rocha

Vice President and Treasurer

Ignacio G. del Valle

Assistant Secretary

ARTICLE IXINCORPORATOR

The name and address of the incorporator is: IGNACIO G. DEL VALLE, 201 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

ARTICLE XINDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such

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director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 11th day of December, 2001.

*Ignacio G. Del Valle*

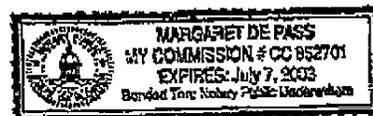
IGNACIO G. DEL VALLE  
Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared IGNACIO G. DEL VALLE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Miami-Dade County, Florida this 11th day of December 2001.

*Margaret De Pass*  
Notary Public, State of Florida  
Print Name: MARGARET DE PASS  
My Commission Expires:



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**CERTIFICATE OF REGISTERED AGENT**

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That VISTAS BONITAS CORPORATION, desiring to incorporate under the laws of the State of Florida, has named IGNACIO G. DEL VALLE, with an address of 201 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 11<sup>th</sup> day of December, 2001.

  
IGNACIO G. DEL VALLE

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