

H01000118181
000380

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000120742 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

PLEASE GIVE ORIGINAL SUBMITTER
DATE AS FILE DATE.

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

EFFECTIVE DATE
12/11/01

FLORIDA PROFIT CORPORATION OR P.A.
BONITAS
VISTAS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
01 DEC 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK DEC 13 2001

7

12/13/2001 14:12 CORPDIRECT → 2050381

NO. 797 D02

50)487-6013 12/12/01 10:56 F1 Dept of State p1 /1
(850)487-6013



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 12, 2001

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: VISTAS CORPORATION
REF: W01000028383

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS A18124

If you have any further questions concerning your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

FAX Aud. #: H01000120742
Letter Number: 301A00065372

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

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

EFFECTIVE DATE
12/11/01**ARTICLES OF INCORPORATION
OF
VISTAS BONITAS CORPORATION****FILED**
01 DEC 12 PM 3:30
SECRETARY OF STATE
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.

H01000120742

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:

H01000120742

H01000120742

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

H01000120742

H01000120742

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.

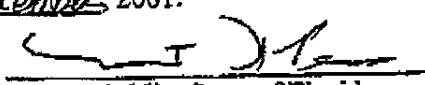


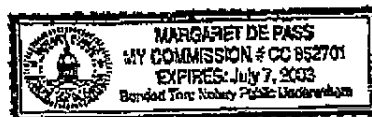
IGNACIO G. DEL VALLE
Incorporator

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.


Notary Public, State of Florida
Print Name: MARGARET DE PASS
My Commission Expires:



H01000120742

H01000120742

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 11th day of December, 2001.


IGNACIO G. DEL VALLE

FILED
01 DEC 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000120742