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**FLORIDA PROFIT CORPORATION OR P.A.****Marbella Reserve, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MARBELLA RESERVE, INC.**

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The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Marbella Reserve, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and the mailing address of the principal office of this Corporation shall be 14340 S.W. 19th Terrace, Miami, Florida 33175.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of Ten Cents (\$.10) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE**

**AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 14340 S.W. 19th Terrace, Miami, Florida 33175. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the

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initial registered agent of this Corporation at that address is Manuel Feliz. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Manuel Feliz	14340 S.W. 19th Terrace Miami, Florida 33175

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Manuel Feliz	14340 S.W. 19th Terrace Miami, Florida 33175
Francisco Lazo	13970 S.W. 20th Street Miami, Florida 33175

#### ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

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ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 18th day of December, 2001.

M. Feliz  
Manuel Feliz

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: M. Feliz  
Manuel Feliz

Date: December 18, 2001

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