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Florida Department of State  
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Account Name : KATZ, BARRON, SQUITERO & FAUST, P.A.  
Account Number : 072627002473  
Phone : (305) 856-2444  
Fax Number : (305) 285-9227

**FLORIDA PROFIT CORPORATION OR P.A.**

**F & C OUTPARCEL, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
F & C OUTPARCEL, INC.**

**ARTICLE I  
NAME**

The name of the corporation is F & C OUTPARCEL, INC., a Florida corporation (the "Corporation")

**ARTICLE II  
ADDRESS**

The principal and mailing address of the Corporation shall be 1821 West 24<sup>th</sup> Street, Miami Beach, Florida 33140.

**ARTICLE III  
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Florida Secretary of State.

**ARTICLE IV  
PURPOSE**

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

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This instrument prepared by:

ANA C. HARRIS, ESQ.

Florida Bar No: 705403

KATZ, BARRON, SQUITERO & FAUST, P.A.

2699 South Bayshore Drive, 7<sup>th</sup> Floor

Miami, Florida 33133

Tel: (305) 856-2444

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**ARTICLE V**  
**POWERS**

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE VI**  
**CAPITAL STOCK**

This corporation is authorized to issue Six Hundred (600) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator are: Ana C. Harris, Esq., 2699 South Bayshore Drive, 7<sup>th</sup> Floor, Miami, Florida 33133.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7<sup>th</sup> Floor, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

**ARTICLE IX**  
**INITIAL DIRECTORS**

This corporation shall have two (2) initial directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The initial directors of this corporation shall be:

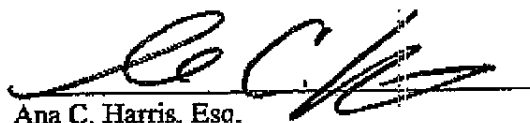
Chris Coots

Franc Pigñá

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IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this  
24 day of April, 2002.

  
Ana C. Harris, Esq.  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 24 day of April, 2002..

CORPCO, INC.  
  
Ana C. Harris, Vice President

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