

P02006045972

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.

((H02000104862 6)))

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

From: Account Name : STEEL HECTOR & DAVIS
Account Number : 071541002004
Phone : (305) 577-4726
Fax Number : (305) 577-7001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 26 PM 12: 24

FILED

FLORIDA PROFTT CORPORATION OR P.A.
VENTANA A LOS PINOS CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03-4
Estimated Charge	\$78.75

4/26/2002

**ARTICLES OF INCORPORATION
OF
VENTANA A LOS PINOS CORP.**

FILED
02 APR 26 PM 12: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Ventana a Los Pinos Corp. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is, 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 200 S. Biscayne Boulevard, Suite 4815, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

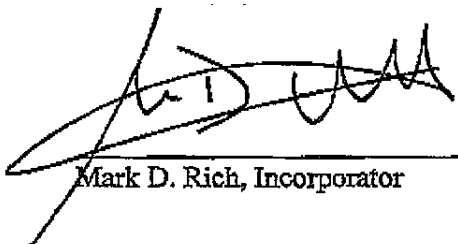
The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The initial directors are as follows:

Emilio Gonzalez Romero - 200 S. Biscayne Blvd., Ste 4815, Miami, Florida 33131;
Hugo Melendez - 200 S. Biscayne Blvd., Ste. 4815, Miami, Florida 33131.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Mark D. Rich, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of April, 2002.


Mark D. Rich, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

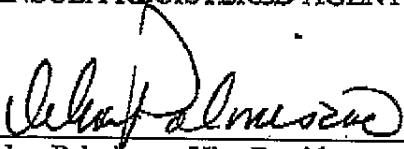
Ventana a Los Pinos Corp., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 25 day of April, 2002.

PENINSULA REGISTERED AGENTS, INC.

By: 
Debra Palmisano, Vice President

02 APR 26 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED