

# PO2000048573

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

porto vecchio development, inc.

|                       |         |
|-----------------------|---------|
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02 MAY -2 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PORTO VECCHIO DEVELOPMENT, INC.**

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is: **PORTO VECCHIO DEVELOPMENT, INC.**

**ARTICLE II  
DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

**ARTICLE III  
PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

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**ARTICLE V**  
**DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS**

The principal office of the corporation shall be located at  
14425 Country Walk Drive  
Miami, Florida 33186

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

The name and address of the initial registered agent of the corporation is:

Karl J. Schumer  
Karl J. Schumer, P. A.  
One Turnberry Place, Suite 807  
19495 Biscayne Boulevard  
Aventura, Florida 33180-2321

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The name(s) and address(es) of the initial directors of this corporation is/are:

|                 |   |
|-----------------|---|
| President:      | Michael Garcia-Carrillo<br>14425 Country Walk Drive<br>Miami, Florida 33186         |
| Vice President: | Ray Castellanos<br>14425 Country Walk Drive<br>Miami, Florida 33186                 |
| Treasurer:      | Pedro Garcia-Carrillo<br>14425 Country Walk Drive<br>Miami, Florida 33186           |
| Secretary:      | Karl J. Schumer<br>19495 Biscayne Boulevard<br>Suite 807<br>Aventura, Florida 33180 |

**ARTICLE X**  
**INCORPORATORS**

The name(s) and address(s) of the person(s) signing these Articles is/are:

Karl J. Schumer  
Karl J. Schumer, P. A.  
One Turnberry Place, Suite 807  
19495 Biscayne Boulevard  
Aventura, Florida 33180-2321

**ARTICLE XI**  
**ACTIONS OF DIRECTORS WITHOUT MEETING**

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE XII**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

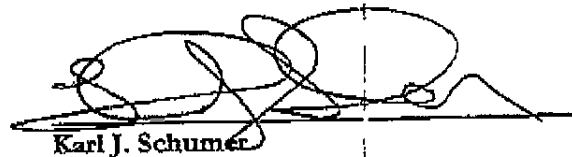
**ARTICLE XIII**  
**INDEMNIFICATION**

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

**ARTICLE XIV**  
**AMENDMENT**

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 30 day of April, 2002.

  
Karl J. Schumacher

STATE OF FLORIDA

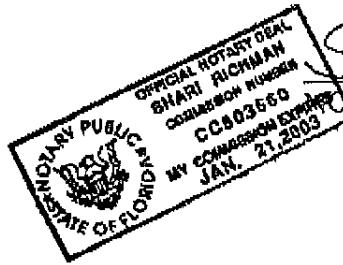
COUNTY OF MIAMI-DADE

} SS:

Before me, the undersigned authority, personally appeared, Karl J. Schumer, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 30 day of April, 2002.

My Commission Expires:



Shari Richman  
NOTARY PUBLIC, STATE OF FLORIDA  
Shari Richman


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**


In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:

That **PORTO VECCHIO DEVELOPMENT, INC.**, desiring to  
organize or qualify under the laws of the State of Florida, with its  
principal place of business at City of Miami, State of Florida, has named  
**Karl J. Schumer**, located at Karl J. Schumer, P. A., One Turnberry  
Place, Suite 807, 19495 Biscayne Boulevard, Aventura, Florida 33180,  
as its agent to accept service of process within Florida.

  
Karl J. Schumer

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.

Dated this 30 day of April, 2002.

  
Karl J. Schumer

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