

PO20000500BS

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.

((H02000134234 2)))

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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

EFFECTIVE DATE
5-6-02

02 MAY -7 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA PROFIT CORPORATION OR P.A.

serena bay company

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

ms/7

EFFECTIVE DATE

5-6-02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -7 PM 1:35

FILED

H02000134234

③

ARTICLES OF INCORPORATION
OF
SERENA BAY COMPANY

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Serena Bay Company.

ARTICLE II

The existence of the Corporation shall begin on May 6, 2002.

ARTICLE III

The street address of the principal office of the Corporation is 799 Crandon Blvd, Unit 208, Key Biscayne, Florida 33149.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000), par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect, and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1001 Brickell Bay Drive, Suite 2112, Miami, Florida 33131. The initial registered agent for the Corporation at that address is Sam Young, Esq.

ARTICLE VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are Patricio Jose Campiani and Josefina Serrano Espelta de Campiani, 799 Crandon Blvd, Unit 208, Key Biscayne, Florida 33149.

H02000134234

H02000134234

Articles of Incorporation: Serena Bay Company

ARTICLE VII

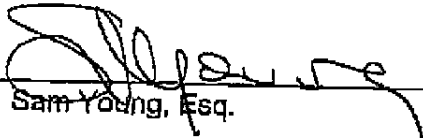
The name and street address of the person signing these articles of incorporation is:

| | |
|---------------------------------|---|
| Name: Sam Young, Esq. | Address: 1001 Brickell Bay Drive, Suite 2112, Miami, Florida 33131 |
|---------------------------------|---|

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

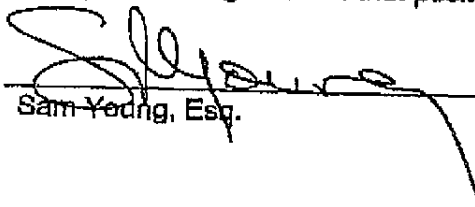
IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on the 6th day of May 2002.



 Sam Young, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Serena Bay Company at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


 _____ Date: May 6, 2002
 Sam Young, Esq.

FILED
 02 MAY -7 PM 1:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H02000134234