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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MEGAN BAY ESTATES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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Certificate of Status

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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LAW OFFICES  
**PARLADÉ & FIGUERAS**  
7050 SOUTHWEST 86TH AVENUE  
MIAMI, FLORIDA 33143-2426

ALBERTO J. PARLADÉ, ESQ.  
JUAN E. FIGUERAS, ESQ.  
ERIC A. GONZÁLEZ, ESQ.

TELEPHONE (305) 595-2300  
FACSIMILE (305) 595-0408

May 10, 2002

Secretary of State  
Division of Corporation  
Caller Service #1500  
Tallahassee, Florida 32302-1500

Re: **Filing of Articles of Incorporation for:**  
**MEGAN BAY ESTATES, INC.**

Dear Sir or Madam:

This office represents the above referenced Corporation.

Enclosed herein please find check covering the following fee:

- Filing Articles of Incorporation	\$ 70.00
- Certificate of Good Standing	\$ 8.75

TOTAL:                       
\$ 78.75

Upon filing the Articles of Incorporation, please return the Certificate of Good Standing along with a copy of the Articles stamped "FILED" to the undersigned at your earliest possible convenience.

Should you have any questions and/or need any additional information do not hesitate to contact our office. Otherwise thank you for your attention in this matter.

Sincerely,

  
Kristina Saenz,  
Legal Assistant

/ks  
Enclosures

ARTICLES OF INCORPORATION  
OF  
MEGAN BAY ESTATES, INC

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MEGAN BAY ESTATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2460 SW 137<sup>th</sup> Avenue, Suite 243  
Miami, Florida 33175

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.00 shares of One (\$1.00) Dollar par value each.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alberto J. Parlade  
7050 SW 86<sup>th</sup> Avenue  
Miami, Florida 33143

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Osmara Vazquez  
2460 SW 137<sup>th</sup> Avenue, Suite 243  
Miami, Florida 33175

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ARTICLE VI INITIAL OFFICERS

The names and street addresses of the initial officers of this corporation are:

Osmara Vazquez - President/Secretary/Treasurer  
2460 SW 137<sup>th</sup> Avenue, Suite 243  
Miami, Florida 33175

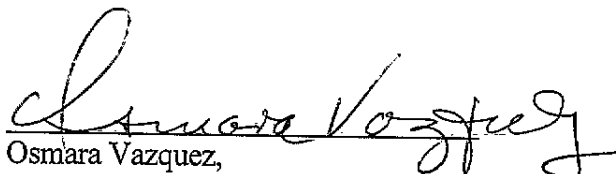
Michael Vazquez Jr. - Vice President/Assistant Secretary  
2460 SW 137<sup>th</sup> Avenue, Suite 243  
Miami, Florida 33175

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Osmara Vazquez  
2460 SW 137<sup>th</sup> Avenue, Suite 243  
Miami, Florida 33175

The undersigned has executed these Articles of Incorporation this 8<sup>th</sup> day of May, 2002.

  
Osmara Vazquez,  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

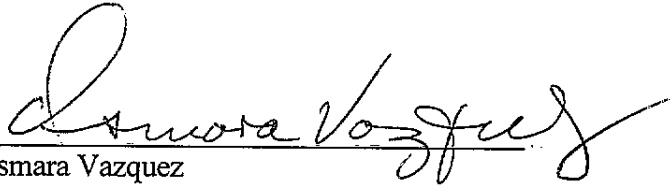
1. The name of the corporation is:

MEGAN BAY ESTATES, INC.

The name and address of the registered agent and office is:

Alberto J. Parlade  
7050 SW 86<sup>th</sup> Avenue  
Miami, Florida 33143

Signature

  
Osmara Vazquez

Incorporator

Date: May 8, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

  
Alberto J. Parlade

Registered Agent

Date: May 9, 2002

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