

SPENCER & KLEIN  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700  
TELECOPIER (305) 374-4890

PO20000069557  
June 21, 1992  
Via Federal Express

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000005919170--0  
-06/24/02--01034--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation  
BAP Property Management, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of BAP Property Management, Inc., along with a check in the amount of \$78.75. Please return the certified copy to the undersigned by U.S. Mail.

If there are any questions, please call.

Very truly yours,

Brent D. Klein

BDK/ic.  
Encl.

02 JUN 24 AM 8:45  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
1 SMITH JUN 25 2002

**ARTICLES OF INCORPORATION**

**OF**

**BAP PROPERTY MANAGEMENT, INC.**

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

**ARTICLE I**

**NAME**

The name of the corporation is BAP Property Management, Inc. and its address is Suite 1000, 2601 South Bayshore Drive, Miami, Florida 33133.

**ARTICLE II**

**DURATION**

The duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5000 shares, with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Willy A. Bermello  
Suite 1000  
2601 South Bayshore Drive  
Miami, Florida 33133

Luis Ajamil  
Suite 1000  
2601 South Bayshore Drive  
Miami, Florida 33133

Henry Pino  
Suite 1000  
2601 South Bayshore Drive  
Miami, Florida 33133

02 JUN 24 11:45  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator are:

Brent D. Klein  
Suite 1901  
801 Brickell Avenue  
Miami, Florida 33131

**ARTICLE VIII**

**INDEMNIFICATION**

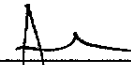
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 21st day of June, 2002.

  
\_\_\_\_\_  
Brent D. Klein

**Acknowledgment of Appointment by Registered Agent**

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Brent D. Klein  
Registered Agent

02 JUN 24 AM 8:45  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS