

Division of Corporations

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**P02000135360**

Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : GEOFFREY M. WAYNE, P.A.  
Account Number : 076770003401  
Phone : (305) 381-8108  
Fax Number : (305) 381-8109

**DOMESTICATION****Flamingo Estates Limited Inc.**

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$120.00

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TALLAHASSEE, FLORIDA

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Florida Department of State, Katherine Harris, Secretary of State

**CERTIFICATE OF DOMESTICATION**

The undersigned, Aurora de Redondo, as President of FLAMINGO ESTATES LIMITED, a foreign Corporation, in accordance with Florida Statutes, §607.1801 does hereby certify:

1. The date on which corporation was first formed is July 15, 1994.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is the British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Flamingo Estates Limited.
4. The name of the corporation as set forth in its articles of Incorporation to be filed pursuant to §§607.0401 and 607.0202 with this certificate is Flamingo Estates Limited Inc.
5. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is the British Virgin Islands.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to §607.1801.

I am President of FLAMINGO ESTATES LIMITED and I am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this 31<sup>st</sup> day of December, 2002.

  
Aurora de Redondo, President

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**ARTICLES OF INCORPORATION  
OF  
FLAMINGO ESTATES LIMITED INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**FLAMINGO ESTATES LIMITED INC.**

The principal place of business of this corporation shall be: 520 Brickell Key Drive, Unit 1021, Miami, Florida 33131.

**ARTICLE II.**

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III. NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<b>Number of Shares</b>	<b>Par Value</b>	<b>Class of Stock</b>
50,000	\$1.00	Common

Geoffrey M. Wayne, Esq.  
1201 Brickell Avenue, Suite 220  
Miami, FL 33131-3207  
(305) 381-8108  
Florida Bar No. 329444

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### **ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be 1201 Brickell Avenue, Suite 220, Miami, Florida 33131-3207, and the name of the initial registered agent of the corporation at that address is Geoffrey M. Wayne.

#### **ARTICLE VI. DIRECTORS**

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name(s) and address(es) of the director(s) of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Aurora de Redondo  
Alex Redondo  
Argemiro Redondo, Jr.  
Carmen Redondo  
Jhosmar Redondo

All of whose address is:  
520 Brickell Key Drive, Unit 1021  
Miami, Florida 33131

#### **ARTICLE VII. INCORPORATOR**

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

Geoffrey M. Wayne, Esq.  
Geoffrey M. Wayne, P.A.  
1201 Brickell Avenue, Suite 220  
Miami Florida 33131-3207

Geoffrey M. Wayne, Esq.  
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**ARTICLE VIII.**

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

**ARTICLE IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

**ARTICLE X. PREEMPTIVE RIGHTS**

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 31<sup>st</sup> day of December, 2002.

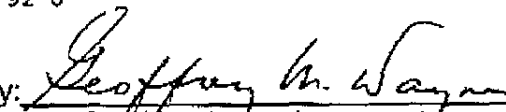
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GEOFFREY M. WAYNE, P.A. → D 011a E A S D

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By:

  
Geoffrey M. Wayne, Incorporator

Geoffrey M. Wayne, Esq.  
1201 Brickell Avenue, Suite 220  
Miami FL 33131-3207  
(305) 381-8108  
Florida Bar No. 329444

**ACCEPTANCE OF REGISTERED AGENT**

Having been appointed the registered agent of FLAMINGO ESTATES LIMITED INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 31<sup>st</sup> day of December, 2002.

By: Geoffrey M. Wayne  
Geoffrey M. Wayne, Registered Agent

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SECRETARY OF STATE  
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