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To:

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From: Diana M. Guerra, Paralegal, Ext. 4546
Account Name : AKERMAN, SENTERPITT & EIDSON, P.A.
Account Number : 075471001363
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FLORIDA PROFIT CORPORATION OR P.A.

HCX MAKAI DEVELOPMENT COMPANY

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HCX MAKAI DEVELOPMENT COMPANY**

The undersigned incorporator, 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 HCX MAKAI DEVELOPMENT COMPANY (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

c/o Marc L. Druckman
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131-1714

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. 3rd Avenue, 27th Floor, Miami FL 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

**ARTICLE V
INITIAL DIRECTORS**

The names and addresses of the initial Directors of the Corporation are as follows:

Craig Farlie
One S.E. 3rd Avenue, 28th Floor
Miami, FL 33131

Gerald Weber
One S.E. 3rd Avenue, 28th Floor
Miami, FL 33131

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ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Marc L. Druckman, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of April, 2003.



Marc L. Druckman, Sole Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of April, 2003.

American Information Services, Inc.

By: 

Diana M. Guerra, Assistant Secretary

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