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**03 JUN 27 AM 7:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA****Florida Department of State**  
**Division of Corporations**  
**Public Access System****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.****((H03000222005 8)))****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****FLORIDA PROFIT CORPORATION OR P.A.****hp murano grande, inc.**

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF

HP MURANO GRANDE, INC.

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

I.  
NAME

The name of this corporation is HP Murano Grande, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is c/o Nicolás J. Gutiérrez, Jr., Esq. at 2665 South Bayshore Drive, Grand Bay Office Plaza, Suite 200, Miami, Florida 33133.

II.  
EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be June 27<sup>th</sup>, 2003, and it shall exist perpetually thereafter unless sooner dissolved according to law.

III.  
PURPOSE

This Corporation is authorized to engage in any business permitted for corporations organized under the Florida Business Corporation Act.

IV.  
CAPITALIZATION

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$0.01 per share.

Nicolás J. Gutiérrez, Jr., Esq.  
Grand Bay Office Plaza, Suite 200  
2665 South Bayshore Drive  
Miami, Florida 33133

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Audit Number: \_\_\_\_\_

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**V.  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Grand Bay Office Plaza, Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Nicolás J. Gutiérrez, Jr., Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**VI.  
INITIAL DIRECTORS**

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Eduardo Henkel Perezcastro	c/o Nicolás J. Gutiérrez, Jr., Esq. 2665 South Bayshore Drive Grand Bay Office Plaza, Suite 200 Miami, Florida 33133
Feliz Nuñez Pineda	c/o Nicolás J. Gutiérrez, Jr., Esq. 2665 South Bayshore Drive Grand Bay Office Plaza, Suite 200 Miami, Florida 33133

**VII.  
INCORPORATOR**

The incorporator is Nicolás J. Gutiérrez, Jr., Esq. and his address is Grand Bay Office Plaza, Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on June 27<sup>th</sup>, 2003.

  
\_\_\_\_\_  
Nicolás J. Gutiérrez, Jr., Esq., Incorporator

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: HP Murano Grande, Inc.
2. The name and address of the registered agent and the registered office is: Nicolás J. Gutiérrez, Jr., Esq., Grand Bay Office Plaza, Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

Pursuant to Sections 48.091 and 607.0501, et seq. of the Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this Certificate, and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation, and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: June 27<sup>th</sup>, 2003

  
Nicolás J. Gutiérrez, Jr., Esq., Registered Agent

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