

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**FLAMINGO HOMES INVESTMENT GROUP, INC.**

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ARTICLES OF INCORPORATION OF  
FLAMINGO HOMES INVESTMENT GROUP, INC

The undersigned subscriber(s) to these Articles of Incorporation, the natural persons which are competent to contract, hereby form corporation under the laws of the State of Florida.

ARTICLE I  
NAME OF THE CORPORATION

The name of the corporation shall hereafter be known as:  
FLAMINGO HOMES INVESTMENT GROUP, INC

ARTICLE II  
PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: Any activity and/or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK OF CORPORATION

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having no par value per share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). In all events, the corporation may be paid in dollars, goods or services.

ARTICLE IV  
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Ten Dollars (\$10.00).

ARTICLE VI  
ADDRESS OF CORPORATION

The initial address of the principal place of business of this corporation in the State of Florida is:

c/o Rodolfo A. Castellanos  
3279 SW 141 Avenue Miami, Florida 33175

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLE VII  
SUBSCRIBER(S) OF THE CORPORATION

The name and street address of the subscriber(s) of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Rodolfo A. Castellanos	3279 SW 141 Avenue Miami, Florida 33175

ARTICLE VIII  
DIRECTOR(S) OF THE CORPORATION

This corporation shall have not less than one director. The names and street addresses of the first members of the Board of Directors of this corporation, who, subject to this Articles of Incorporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, is/are:

	<u>NAME</u>	<u>ADDRESS</u>	<u>VOTING INTEREST</u>
1)	RODOLFO A CASTELLANOS	3279 SW 141 Avenue Miami, Florida 3175	50%
2)	MARCOS CALERO	15962 SW 45 Terrace Miami, Florida 33185	30%
3)	RICARDO A GARRIDO	17083 NW 16 Street Pembroke Pines, FL 33028	20%

ARTICLE IX  
AUTHORITY OF DIRECTOR(S)

The first member(s) of the Board of Directors of this corporation acting in the capacity as Director of the corporation, and shall have the power and authority to sign and execute any: contract(s), agreement(s), pledge(s), draft(s) and/or any instrument(s) with such third-parties to obligate and compel said Corporation to perform according to the terms and conditions of such agreement.

ARTICLE X  
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine the time, place, manner, under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right to inspect any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XIINDEMNIFICATION OF OFFICER(S) AND/OR DIRECTOR(S)

Every Officer and Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including but not limited to, attorneys' fees, court costs and expenses reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the corporation; and whether or not he/she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer(s) may be entitled.

ARTICLE XIIAMENDMENT(S) AND/OR MODIFICATION(S)

These Articles of Incorporation may be amended, modified and/or changed in the manner provided for in the By-Laws of this corporation.

ARTICLE XIIIAUTHORITY OF RODOLFO A CASTELLANOS

RODOLFO A CASTELLANOS acting in the capacity as Director of the corporation, and shall have the power and authority to sign and execute any documents pertaining to opening corporate bank accounts, issuing wire instructions and/or executing checks of capital contribution to Homestead Land Partners, Inc, and any other documents necessary to effectuate the Flamingo Homes' Membership Interest Sale and Purchase Agreement (w/ Option to Re-Purchase).

ARTICLE XIVREGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said corporation shall be the following and the registered office shall be located at:

RODOLFO A CASTELLANOS  
3279 SW 141 Avenue  
Miami, Florida 3175

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

12/09/2001

12:00

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**ACKNOWLEDGMENT OF  
ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

(Sign)

Registered Agent

Print Name: RODOLFO A CASTELLANOS

STATE OF FLORIDA )

) 30

COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared

RODOLFO A CASTELLANOS

who acknowledged to having executed the foregoing instrument as PRESIDENT of aforesaid corporation organized/existing under State of Florida and (x) who is personally known to me and/or ( ) who has/have produced FLORIDA DRIVER'S LICENSE

as identification and who did take an oath. Such officer further acknowledges that the execution of the foregoing instrument was the voluntary act and deed of aforesaid corporation pursuant to the authority lawfully conferred and duly vested in such officer by aforesaid corporation; and that the corporate seal affixed thereto is the true and genuine corporate seal of aforesaid corporation.

Witnessed hand and seal in County of Dade and State of Florida  
aforesaid on this 28<sup>th</sup> day of NOVEMBER, 2001.

(Sign)

Notary Public-State of Florida

( Affix Notary Public's Seal )

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NO. 310 0002

IN WITNESS WHEREOF, I have set our hands/seals at Miami, Dade County, Florida this 28<sup>th</sup> day of NOVEMBER, 2003.

  
RODOLFO A. CASTELLANOS, Subscriber

STATE OF FLORIDA )  
                          ) ss  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared RODOLFO A. CASTELLANOS who acknowledges to having executed the foregoing instrument ( ) who is personally known to me and/or ( ) who has produced FLORIDA DRIVER'S LICENSE as identification and who did take an oath.

Witness my hand and seal in the County and State last aforesaid this 28<sup>th</sup> day of NOVEMBER, 2003.

(Sign)  
\_\_\_\_\_  
Notary Public-State of Florida  
( Affix Notary Public's Seal )

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