

Division of Corporations

**P04000034503**

Florida Department of State

Division of Corporations

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## To:

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

## From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG  
Account Number : 119990000180  
Phone : (305) 357-5775  
Fax Number : (305) 357-5534

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

La Playa III Acquisition Corp.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

02-23-04  
13

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ARTICLES OF INCORPORATION  
OF  
LA PLAYA III ACQUISITION CORP.

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ARTICLE I - NAME

The name of this corporation is La Playa III Acquisition Corp.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

18001 Collins Avenue  
Sunny Isles Beach, FL 33160

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and the name and address of the initial registered agent of this corporation is:

Name	Address
David Shear	201 Alhambra Circle Suite 601 Coral Gables, Florida 33134

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Gil Dezer	18001 Collins Avenue Sunny Isles Beach, FL 33160

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
David Shear	201 Alhambra Circle Suite 601 Coral Gables, Florida 33134

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#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

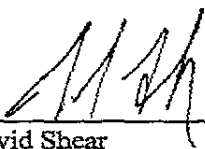
#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of February, 2004.

  
\_\_\_\_\_  
David Shear  
Incorporator

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

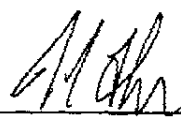
1. The name of the corporation is:

La Playa III Acquisition Corp.

2. The name and address of the registered agent and office is:

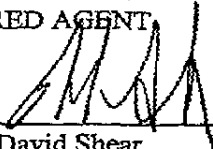
David Shear  
201 Alhambra Circle  
Suite 601  
Coral Gables, Florida 33134

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\_\_\_\_\_  
David Shear  
Title: Incorporator

Date: February 19<sup>th</sup>, 2004.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
David Shear

Date: February 19<sup>th</sup>, 2004.

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