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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.

gardens at riverwalk developers, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF**

Gardens at Riverwalk Developers, Inc.

ARTICLE I

The name of this Corporation is Gardens at Riverwalk Developers, Inc. , a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 900 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

PREPARED BY:
MARIA FERNANDEZ-VALLE, ESQ.
10570 N.W. 27 Street Unit 103
Miami, Florida 33172
Phone # (305) 448-7706
FLORIDA BAR # 371564

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ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent and the Street Address of the initial registered office of this corporation in the State of Florida shall be the following which address the Board of Directors from time to time may move to any other address in the State of Florida:

Maria Fernandez Valle, Esq.
10570 N.W. 27 Street
Unit 103
Miami, Florida 33172

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of the business is: 11030 N. Kendall Drive, Suite 100, Miami, Florida 33176.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be increased or diminished from time to time by the By-Laws adopted by shareholder, but shall never be less than one.

ARTICLE VII

The name of the initial directors of the corporation and their addresses is:

Name

Address

Alejandro Robles

11030 N. Kendall Drive, Suite 100
Miami, Florida 33176

Eduardo Garcia-Allen

11030 N. Kendall Drive, Suite 100
Miami, Florida 33176

Frank C. Robles

11030 N. Kendall Drive, Suite 100
Miami, Florida 33176

The persons named as the initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

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

Maria Fernandez Valle, Esq.
10570 N.W. 27 Street
Unit 103
Miami, Florida 33172

ARTICLE IX

AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholder sign written statement manifesting their intention that a certain amendment of this article be made.

ARTICLE X

PREEMPTIVE RIGHTS

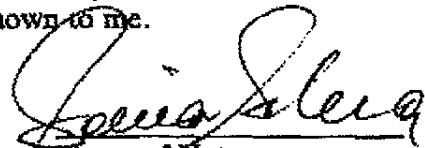
The shareholder of the corporation shall have preemptive rights.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this 29 day of April, 2004.

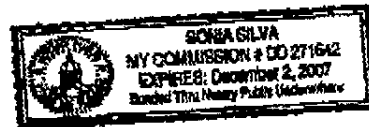

Maria Fernandez Valle

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me, by Maria Fernandez Valle on, this 29 day of April, 2004, who is personally known to me.


Name of Notary

My Commission Expires:



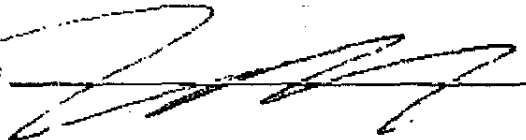
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CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: That Gardens at Riverwalk Developers, Inc. , a Florida Corporation desiring to organize and qualify under the Laws of the State of Florida with its principal place of business at the City of Miami, Florida has named, Maria Fernandez Valle, Esq. 10570 N.W. 27 Street Unit 103 Miami, Florida 33172 as Agent to accept service of process within the State of Florida.

SECOND That Gardens at Riverwalk Developers, Inc. , a Florida Corporation, hereby names: 11030 N. Kendall Drive, Suite 100, Miami, FL 33176 as its principal place of business.

Signature



Title Incorporator

Date: April 29, 2004

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Having been named to accept service of process for the above stated corporation. at the place designated in this certificate I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature



Maria Fernandez Valle

Date: April 29, 2004

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