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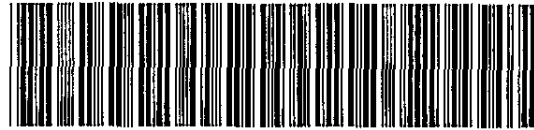
(Business Entity Name)

(Document Number)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PHILLIP PARK, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**Phillip Park, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**Article I**

**Name**

The name of the corporation is **Phillip Park, Inc.**

**Article II**

**Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III**

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV**

**Capital Stock**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article V

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is **95 Merrick Way, Suite #514, Coral Gables, Florida** and the name of the initial registered agent of this corporation at that address is **EUGENIO DUARTE**.

The mailing address of this corporation is:

**1804 Ponce de Leon Blvd.  
Coral Gables, Florida 33134**

Article VI

**Directors**

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

(b) Initial Directors. The name and street address of the initial directors of the corporation are:

| Name                        | Street Address   |
|-----------------------------|--|
| <b>Juan Carlos Menendez</b> | <b>1804 Ponce de Leon Blvd.,<br/>Coral Gables, Florida 33134</b> |
| <b>Susana Menendez</b>      | <b>1804 Ponce de Leon Blvd.<br/>Coral Gables, Florida 33134</b>  |

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

**Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

**Incorporator**

The name and address of the Incorporator is **Juan Carlos Menendez, 1804 Ponce de Leon Blvd., Coral Gables, Florida 33134**

Article IX

**Amendment**

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

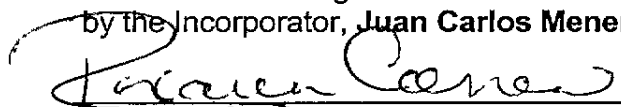
30<sup>th</sup> IN WITNESS WHEREOF, the Incorporator has executed these Articles this 30<sup>th</sup> day of July, 2004.

  
\_\_\_\_\_  
**Juan Carlos Menendez**

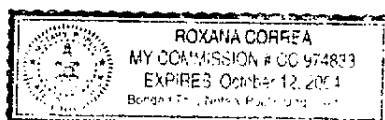
STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The following instrument was acknowledged before me this 30<sup>th</sup> day of July, 2004, by the Incorporator, **Juan Carlos Menendez**, who is personally known to me.

  
\_\_\_\_\_  
Print name Roxana Correa

Notary Public, State of Florida  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted.

**Juan Carlos Menendez** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **1804 Ponce de Leon Blvd., Coral Gables, Florida** has named **Eugenio Duarte**, as its agent to accept service of process within Florida.

Incorporator:

  
\_\_\_\_\_  
**Juan Carlos Menendez**

Dated: July 30<sup>th</sup>, 2004

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 Provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
**Eugenio Duarte**

Dated: July 3<sup>rd</sup>, 2004

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