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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Em 8/24



August 20, 2004

Secretary of State  
Division of Corporation  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: **Marietta Square**  
**Filing of Articles of Incorporation &**  
**Certificate of Limited Partnership**

To Whom It May Concern:

Enclosed please find:

1. Certificate of Limited Partnership of Marietta Square, Ltd. and a check in the amount of \$1,785.00 representing the fee for filing of, and
2. Articles of Incorporation for Marietta Square, Inc. and a check in the amount of \$78.75 representing the filing fee of \$70.00 and an additional \$8.75 for a certified copy.

Should you have any questions, please feel free to contact me at 305/365-2600, ext. 24.

Thank you in advance for your anticipated cooperation.

Sincerely,

Theresa J. Whiting  
Executive Assistant

:tjw

Enclosures

ARTICLES OF INCORPORATION  
OF  
MARIETTA SQUARE, INC.

FILED  
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ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: MARIETTA SQUARE, INC.

ARTICLE II

PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

30 West Mashta Drive, Suite 400, Key Biscayne, Florida 33149

ARTICLE III

NATURE OF THE CORPORATE BUSINESS

The corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

TERMS OF EXISTENCE

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) shares of one class of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE VI

INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL RESISTRATION AGENT: Max D. Puyanic

INITIAL RESTRATION OFFICE: 30 West Mashta Drive, Suite 400, Key Biscayne, Florida 33149

ARTICLE VII

BOARD OF DIRECTORIES

The number of Directors consulting the initial Board of Directors of the corporation is one. The number of Directors may be either increased or decreased from time to time by amendment to By-Laws but shall never be less than the number of the initial Board of Directors.

The name and address of the sole Director is:

NAME: Max D. Puyanic

ADDRESS: 30 West Mashta Drive  
Suite 400  
Key Biscayne, FL 33149

ARTICLE VIII

INCORPORATIONS

The name and address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR: Max D. Puyanik

ADDRESS: 30 West Mashta Drive, Suite 400, Key Biscayne, Florida 33149

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeat By-Laws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE XI

RIGHT TO AMMEND

The Corporation reserves the right to amend any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII

VOTING RIGHTS

At each election of Directors, every Stockholder entitled to vote shall have the right to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidate.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by Law.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business with the State of Florida, does not make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

A handwritten signature in black ink, appearing to read "M D Puyanic", with a horizontal line extending to the right from the end of the signature.

Max D. Puyanic, Incorporator

**ACKNOWLEDGEMENT AND CONSENT  
OF REGISTERED AGENT**

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.


  
\_\_\_\_\_  
Max D. Puyan

Date: Aug. 6, 2004

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 6 day of ~~July~~ <sup>AUG.</sup>, 2004 by Max D. Puyan who is personally known to me and who did not take an oath.

YVETTE MARIE LOZANO  
Notary Public, State of Florida  
My comm. exp. May 17, 2008  
Comm. No. DD 320314

  
\_\_\_\_\_  
Notary Public

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