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TALLAHASSEE, FL 32310

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 960274 7152816

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 87.50

ORDER DATE : November 8, 2004

ORDER TIME : 10:04 AM

ORDER NO. : 960274-005

CUSTOMER NO: 7152816

CUSTOMER: Kenneth Schlitt, Esq  
Keating & Schlitt, P.a.

Suite 101  
749 N. Garland Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: VERDE ORLANDO HOLDINGS, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

APPROVED  
AND  
FILED

04 NOV -8 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**VERDE ORLANDO HOLDINGS, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE ONE - NAME**

The name of this corporation shall be Verde Orlando Holdings, Inc. (the "Corporation").

**ARTICLE TWO - COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date these Articles of Incorporation are accepted and filed with the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation shall be located at 300 South Eola Drive, Orlando, Florida 32801.

**ARTICLE FOUR - PURPOSES AND GENERAL POWERS**

4.1. The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (b) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated
- (c) to sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(d) to lend money to and use its credit to assist its officers and employees;

(e) to purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid;

(f) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(g) to aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose;

(h) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, assets, franchises, and income;

(i) to enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose;

(j) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(k) to conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law

within or without the State of Florida;

(l) to elect or appoint officers and agents and define their duties and fix their compensation;

(m) to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs;

(n) to promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes;

(o) to dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein;

(p) to transact any lawful business which its Board of Directors shall find will be in aid of governmental policy;

(q) to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(r) to be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise; and

(s) to have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE FIVE - CAPITAL STOCK

5.1 Number and Class of Shares Authorized: Par Value. This Corporation is authorized to issue one thousand (1,000) shares of voting common stock, having a par value of \$1.00 per share, which shall be designated "Common Stock."

5.2 Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

5.3 Preemptive Rights. Each Shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

#### ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 749 N. Garland Avenue, Suite 100, Orlando, Florida 32801 and the initial registered agent of the Corporation at that address shall be Kenneth L. Schlitt. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

#### ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) director. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws provided, however, that the number of directors shall never be less than one (1). The name and street address of the initial director of this Corporation are:

<u>Director</u>	<u>Street Address</u>
Jose Frene	300 South Eola Drive Orlando, Florida 32801

#### ARTICLE EIGHT - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Kenneth L. Schlitt	749 N. Garland Avenue, Suite 101 Orlando, Florida 32801

#### ARTICLE NINE - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE TEN - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees and costs, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

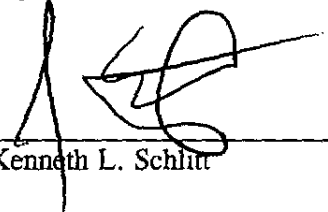
#### ARTICLE ELEVEN - AMENDMENT

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

ARTICLE TWELVE - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 5<sup>th</sup> day of November, 2004.

  
Kenneth L. Schlitt

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Kenneth L. Schlitt personally appeared before me and has executed OR has acknowledged his previous execution of the foregoing instrument. I HEREBY FURTHER CERTIFY, that Kenneth L. Schlitt is the same person either executing or acknowledging execution of the foregoing instrument and described therein because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: \_\_\_\_\_ . WITNESS my hand and official seal in the State and County aforesaid this 5<sup>th</sup> day of November, 2004.

  
Notary Public

NOTARY NAME & SEAL



Nora B. Matos  
Commission #DD181213  
Expires: Jan 30, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

APPROVED  
AND  
FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

04 NOV -8 PM 1:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Verde Orlando Holdings, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Kenneth L. Schlitt as its Registered Agent to accept service of process within the State of Florida with its registered office located at 749 N. Garland Avenue, Suite 100, Orlando, Florida 32801.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, 607.0502, 607.0504 and 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

DATED this 5<sup>th</sup> day of November, 2004.



Kenneth L. Schlitt  
Registered Agent