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FLORIDA PROFIT CORPORATION OR P.A.
BELLAVISTA GP INC.

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H04000240389 3

ARTICLES OF INCORPORATION**OF****BELLAVISTA GP INC.**

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I**NAME**

The name of the corporation (hereinafter called the "Corporation") is

BELLAVISTA GP INC.**ARTICLE II****PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be:

3700 Airport Road, Suite 404
Boca Raton, Florida 33431

Prepared by:
Lawrence B. Steinberg, Esq.
Adorno & Yosa, P.A.
700 S. Federal Highway, Suite 200
Boca Raton, Florida 33432
Tel. (561) 393-5660

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H04000240389 3

ARTICLE IIICAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IVREGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 700 South Federal Highway, Suite 200, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address shall be Lawrence B. Steinberg.

ARTICLE VINCORPORATOR

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

NameAddress

Ronald Eisenberg

3700 Airport Road, Suite 404
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of December, 2004.



Ronald Eisenberg

H04000240389 3

H04000240389 3

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **BELLAVISTA GP INC.**, at the place designated in the Articles of Incorporation, 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.

DATED: December 4, 2004.


Lawrence B. Steinberg

H04000240389 3