

Division of Corporations

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## To:

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Fax Number : (850) 205-0381

## From:

Account Name : EDWARD H. GILBERT, P.A.  
Account Number : I19990000063  
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## FLORIDA PROFIT CORPORATION OR P.A.

Vero 18 Developers, Inc.

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ARTICLES OF INCORPORATION  
OF  
VERO 18 DEVELOPERS, INC.

The undersigned, incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is VERO 18 DEVELOPERS, INC. (the "Corporation").

ARTICLE II  
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

11030 N. Kendall Drive  
Suite 100  
Miami, Florida 33172

ARTICLE III  
CAPITALIZATION

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, par value \$.0001 per share. Each share of common stock shall entitle the holder thereof to one vote. Not holder of any of share of the common stock shall be entitle to any right of cumulative voting.

ARTICLE IV  
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.  
5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486

ARTICLE V  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.  
5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486

ARTICLE VI  
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for wich corporations may be formed under the Florida Business Corporations Act (the "FBCA").

- (a) Edward H. Gilbert, Esq.
- (b) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c) (561) 361-9300
- (d) ((H04000252032 3)))
- (e) Florida Bar No. 180595

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**ARTICLE VII**  
**DIRECTORS**

The corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

**ARTICLE VIII**  
**BYLAWS**

The initial Bylaws of the corporation shall be adopted by the Board of Directors.

**ARTICLE IX**  
**CORPORATE EXISTENCE**

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE XI**  
**AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of May, 2004.

  
\_\_\_\_\_  
Edward H. Gilbert, Incorporator

- (a.) Edward H. Gilbert, Esq.
  - (b.) 5100 Town Center Circle, Suite 430
  - (c.) Boca Raton, Florida 33486
  - (d.) (561) 361-9300
  - (e.) ((H04000252032 3)))
- Florida Bar No. 180595

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of VERO 18 DEVELOPERS, INC. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: December 23, 2004

By:   
Edward H. Gilbert, President

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- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H04000252032 3)))
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