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# ARTICLES OF INCORPORATION OF BARCELO ROYAL CONSTRUCTION, INC.

#### ARTICLE - I NAME & ADDRESS

The name of this corporation is: BARCELO ROYAL CONSTRUCTION, INC. The business address of the corporation is: 2050 SW 139 Avenue, Miami, Florida 33175.

# ARTICLE - II DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

### ARTICLE - III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to real estate development and management.

#### ARTICLE - IV CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Five Hundred (500) common shares having a par value of One (\$1.00) Dollar per share.

#### ARTICLE - V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

The street address of the initial registered office of this corporation is 2050 SW 139 Avenue, Miami, Florida 33175 and the name of the initial Registered Agent of this corporation at that address is Alfredo Barcelo.

# ARTICLE - VII INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one director initially and one officer. The number of directors and officers may be either increased or diminished from time to time by the bylaws.

The name and address of the initial officer of this corporation who will serve as Director is: Alfredo Barcelo, 2050 SW 139 Avenue, Miami, FL 33175.

The name and address of the initial officer of this corporation who will serve as President is: Alfredo Barcelo, 2050 SW 139 Avenue, Miami, FL 33175.

The name and address of the initial officer of this corporation who will serve as Secretary is: Alfredo Barcelo, 2050 SW 139 Avenue, Miami, FL 33175.

The name and address of the initial officer of this corporation who will serve as Treasurer is: Alfredo Barcelo, 2050 SW 139 Avenue, Miami, FL 33175.

#### ARTICLE - VIII INCORPORATOR

The name and address of the person signing these articles is: Alfredo Barcelo, 2050 SW 139 Avenue, Miami, FL 33175.

# ARTICLE - IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

# ARTICLE - X APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law. Majority of shares voted shall constitute approval or disapproval.

# ARTICLE - XI DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the director of this corporation.

# ARTICLE - XII DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

# ARTICLE - XIII REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the board of directors when the reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

# ARTICLE - XIV INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE - XV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them,

and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this <u>/o7ff</u> day of <u>//4\*Cff</u>, 2005.

ALFREDO BARCELO Subscriber

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STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } ss

**BEFORE ME** this day personally appeared Alfredo Barcelo known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed same.

My Commission Expires:

Paul A. Contreras

My Commission DD057210

Expires September 27 2005

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I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

Alfredo Barcelo

2050 SW 139 Avenue Miami, FL 33175

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