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ADC RESIDENTIAL, INC.

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Ivan Gomez
Restated
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADC RESIDENTIAL, INC.
a Florida Corporation**

The undersigned, officers of ADC Residential, Inc., a Florida corporation ("Corporation"), pursuant to Sections 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the Corporation is ADC RESIDENTIAL, INC.

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation is located at corporate 151 Sevilla Avenue, Suite 200, Coral Gables, Florida 33134, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Corporation at that address is IAG CORPORATE SERVICES, INC.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The name and address of the initial director of the Corporation is:

Name

Raymundo Feito

Address

151 Sevilla Avenue
Suite 200
Coral Gables, Florida 33134

ARTICLE VIII

INITIAL OFFICERS

The names of the initial Officers of the Corporation are as follows:

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Name of Officer

Raymundo Feito

Office

President/Secretary/Treasurer

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Amended and Restated Articles of Incorporation is:

Name

Raymundo Feito

Address

151 Sevilla Avenue
Suite 200
Coral Gables, Florida 33134

ARTICLE X
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Sole Director and Sole Shareholder of the Corporation eligible to vote by a Written Consent signed by them on June 16, 2006, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16 day of June, 2006.



RAYMUNDO FEITO
Incorporator
President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of ADC
RESIDENTIAL, INC., as made in the foregoing Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 6/16/06

By: 

Ivan A. Gomez, President

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