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Florida Department of State  
Division of Corporations  
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To:

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Fax Number : (850)205-0381

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DEPT OF STATE

**FLORIDA PROFIT CORPORATION OR P.A.**

**wilbur permuy andalusia 200, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

5-18-05

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ARTICLES OF INCORPORATION  
OF  
WILBUR PERMUY ANDALUSIA 200, INC.

H05000124978

FILED  
MAY 17 A 10 27  
CLERK OF CIRCUIT COURT  
IN AND FOR THE STATE  
OF FLORIDA

ARTICLE I. NAME

The name of the corporation is:

WILBUR PERMUY ANDALUSIA 200, INC.

The principal office and mailing address of the corporation is 521 Giralda Avenue, Coral Gables, Florida 33134. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be Five Hundred (500) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

521 Giralda Avenue  
Coral Gables, Florida 33134

The name of the initial registered agent of this corporation at that address is:

Michael H. Wilbur

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#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than two (2). The names and addresses of the initial directors of this corporation are:

Michael Wilbur  
521 Giralda Avenue  
Coral Gables, Florida 33134

Ignacio Permuy  
326 Fluvia Avenue  
Coral Gables, Florida 33134

#### **ARTICLE VII. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### **ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

#### **ARTICLE IX. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

#### **ARTICLE X. SHAREHOLDERS QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### **ARTICLE XI.**

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

#### ARTICLE XII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

#### ARTICLE XIII. INCORPORATOR

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

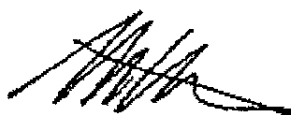
NAME

ADDRESS

Michael H. Wilbur

521 Giralda Avenue  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 16 day of May, 2005.



MICHAEL H. WILBUR

(SEAL)

STATE OF FLORIDA     )  
COUNTY OF MIAMI-DADE     )

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

**WILBUR PERMUY ANDALUSIA 200, INC.**

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First-- That WILBUR PERMUY ANDALUSIA 200, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Coral Gables, County of Miami-Dade, State of Florida, has named Michael H. Wilbur, located at 521 Giralda Avenue, Coral Gables, Florida 33134, County of Miami-Dade, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office.

By   
MICHAEL H. WILBUR  
(Registered Agent)

**FILED**  
2005 MAY 17 A 10:27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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