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LAW OFFICES.

ROBERTO M. URETA

PROFESSIONAL ASSOCIATION

Suite 302 Colonnade Office Tower 2333 Ponce de Leon Boulevard Coral Gables, Florida 33134

> TELEPHONE (305) 774-1133 FACSIMILE (305) 774-1166

April 25, 2005

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Blue Vista of Florida, Inc.

My File No.: 3019-0000

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Blue Vista of Florida, Inc., along with my firm's check made payable to Florida Department of State in the amount of \$87.50 representing the filing fee for a profit corporation. I have also enclosed an additional copy of the Articles of Incorporation to be certified and returned to me.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

ROBERTOM. UKETA, P

Roberto M. Ureta For the Firm

RMU/mpl Enclosures

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 2, 2005

ROBERTO M. URETA COLLONNADE OFFICE TOWER, SUITE 302 2333 PONCE DE LEON BOULEVARD CORAL GABLES, FL 33134

SUBJECT: BLUE VISTA OF FLORIDA, INC.

Ref. Number: W05000022175

We have received your document for BLUE VISTA OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Letter Number: 605A00031036

Valerie Ingram Document Specialist New Filings Section

Division of Corporations - P.O. ROX 6327 - Tallahassae Florida 32314

ARTICLES OF INCORPORATION

OF

BLUE VISTA LIMITED, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

BLUE VISTA LIMITED, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

 $1247 \ 13^{TH} \ STREET$ SARASOTA, FL 34236

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

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SECRETARY OF STATE
TALL AHASSEF, FLORIC

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

- (1) This corporation shall be authorized to have outstanding at any time a maximum of 1000 shares of stock of the par value of \$1.00.
- (2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:
- (a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and
- (b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and
- (c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.
- (3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting

Articles Of Incorporation Of Blue Vista Limited, Inc. (Continued)

forth a desire to sell such stock, together with price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Two Thousand (\$2,000.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

- (2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if sues so that all persons participating in the meeting can hear each other.
- (3) The name and street address of the members of the first Board of Directors of this corporation who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

Gabor K. Markus President, Secretary, and Treasurer 1247 13th Street Sarasota, FL 34236

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, BLUE VISTA LIMITED, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as c/o:

Roberto M. Ureta, Esq. Colonnade Office Tower, Suite 302 2333 Ponce de Leon Boulevard Coral Gables, FL 33134

in Miami-Dade County, Florida, and has named ROBERTO M. URETA, ESQ., as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>

Gabor K. Markus President, Secretary, and Treasurer 1247 13th Street Sarasota, FL 34236

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be April 1, 2005, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Articles Of Incorporation Of Blue Vista Limited, Inc. (Continued)

WITNESS our hands and seals this 25 day of May, 2005.

Gabor K. Markus, President

State of Florida)

SS:

County of Mendee)

BEFORE me, the undersigned authority, personally appeared, <u>GABOR</u> <u>K. MARKUS</u>, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Holmes Beach, in said County and State, this 25 day of May, 2005.

NOTARY PUBLIC, State of

Florida at Large.

My Commission Expires:

ARTICLE XIII

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, ROBERTO M. URETA, ESQ., hereby certify that I am duly qualified to serve as registered agent for BLUE VISTA LIMITED, INC., and I am familiar with and accept the duties and responsibilities as Registered Agent on behalf of BLUE VISTA LIMITED, INC.

Dated this 27 day of May, 2005)

ROBERTO M. URETA, ESQ

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SECRETARY OF STATE
SECRETARY OF STATE