

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

502 Park Avenue, Inc.

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**ARTICLES OF INCORPORATION
OF
502 PARK AVENUE, INC.**

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The undersigned incorporator hereby files these Articles of Incorporation ("Articles") in order to form a corporation under the laws of the State of Florida.

**ARTICLE 1
Name and Principal Office of Corporation**

The name of this Corporation shall be 502 PARK AVENUE, INC. The initial street address of the principal office shall be c/o Newport Property Ventures, Ltd., 3211 Ponce De Leon Boulevard, Suite #202, Coral Gables, Florida 33134.

**ARTICLE 2
Nature of Business**

The general nature of the business and activities to be transacted and carried on by the Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE 3
Stock**

The total authorized capital stock of the Corporation shall be 3,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE 4
Incorporator**

The name and street address of the incorporator of this Corporation is as follows:

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Fred Levenson, Esq.
White & Case LLP
Wachovia Financial Center
200 South Biscayne Boulevard
Suite 4900
Miami, Florida 33131

ARTICLE 5

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE 6

Address of Registered Office and Registered Agent

The street address of the Corporation's initial registered office shall be 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the Corporation's initial registered agent at the above address is Fred Levenson, Esq.

ARTICLE 7

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than four (4) persons, the exact number to be determined from time to time in accordance with the Bylaws. Until such time as the Bylaws have been adopted, the Board of Directors shall consist of two (2) people.

ARTICLE 8

Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

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Alexander E. Rodriguez
502 Park Avenue, Inc.
c/o Newport Property Ventures, Ltd.
3211 Ponce De Leon Blvd
Suite #202
Coral Gables, Florida 33134

Cynthia Rodriguez
502 Park Avenue, Inc.
c/o Newport Property Ventures, Ltd.
3211 Ponce De Leon Blvd
Suite #202
Coral Gables, Florida 33134

ARTICLE 9

Bylaws

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the shareholders or Directors in any manner not inconsistent with these Articles.

ARTICLE 10

Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE 11

Affiliated Transactions and Control Share Acquisitions

Subject to the provisions set forth herein, Sections 607.901 and 607.902 of the Florida Business Corporation Act shall neither apply to nor govern the Corporation.

ARTICLE 12

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

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ARTICLE 13**Indemnification**

The Corporation shall indemnify advance expenses on behalf of any present or former officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under the law.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 15th day of June, 2005.

By: 

Fred Levenson


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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE


In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

502 Park Avenue, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named Fred Levenson, located at said address as its initial Registered Agent.

By: 
Fred Levenson
Incorporator

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TALLAHASSEE, FLORIDA

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
Fred Levenson
Registered Agent

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