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To:

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Fax Number : (850)205-0381

From:

Account Name : JORGE L. GURIAN P.A.
Account Number : I20010000123
Phone : (305)279-4101
Fax Number : (305)279-1489

05 JUN 21 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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FLORIDA PROFIT CORPORATION OR P.A.

SOLEIL 2302 - 06/05 CORP.

Certificate of Status	0
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Page 2

Fax Audit Number: H05000152791 3

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SOLEIL 2302 - 06/05 CORP.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **SOLEIL 2302 - 06/05 CORP.**

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 2100 Ponce De Leon Boulevard, Suite 600, Coral Gables, FL 33134

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, Florida 33134

ARTICLE V

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

Fax Audit Number: H05000152791 3

Account Number: I20010000123

Fax Audit Number: H05000152791 3

Account Number: I20010000123

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, FL 33134

ARTICLE VII

The name and address of the initial director of the corporation is as follows:

Alexander Him
2100 Ponce De Leon Blvd., Suite 600
Coral Gables, FL 33134

ARTICLE VIII

The name and address of the initial officer of the corporation is as follows:

Alexander Him
President & Secretary
2100 Ponce De Leon Blvd., Suite 600
Coral Gables, FL 33134

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Fax Audit Number: H05000152791 3

Account Number: I20010000123

Fax Audit Number: H05000152791 3

Account Number: I20010000123

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 21st day of June, 2005.


JORGE GURIAN
INCORPORATOR

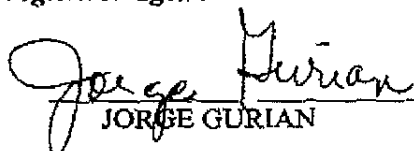
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: SOLEIL 2302 - 06/05 CORP.
2. The name and the Florida street address of the initial registered agent are:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for SOLEIL 2302 - 06/05 CORP. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JORGE GURIAN

Fax Audit Number: H05000152791 3

Account Number: I20010000123