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Division of Corporations

Page 1 of 1

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From:

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FLORIDA PROFIT CORPORATION OR P.A.

PENTA DEVELOPERS II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PENTA DEVELOPERS II, INC.

ARTICLE I - NAME

The name of this Corporation is PENTA DEVELOPERS II, INC.

ARTICLE II - ADDRESS

The principal address of the Corporation is 201 S. Biscayne Boulevard, Suite 1500(LAD), Miami, Florida, 33131.

The mailing address of the Corporation is 201 S. Biscayne Boulevard, Suite 1500(LAD), Miami, Florida, 33131.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, Suite 1500(LAD), Miami, Florida 33131.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

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P. 03

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ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Luis A. de Armas, and his address is 201 S. Biscayne Boulevard, Suite 1500(LAD), Miami, Florida, 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of June, 2005.


Luis A. de Armas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED AS OF THE 23 DAY OF JUNE, 2005


Felicia Hickey, Assistant Secretary of
Corporation Company of Miami

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