

# P05000105331

Florida Department of State  
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From:

Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JUL 28 AM 10: 05

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

**UDG-LAS PALMAS, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
UDG - LAS PALMAS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. - NAME AND ADDRESS**

The name of this corporation is UDG-LAS PALMAS, INC. (the "Corporation").  
The address of the principal office and the mailing address of the Corporation is 1801 S.W. 3<sup>rd</sup>  
Avenue, Suite 500, Miami, Florida 33129.

**ARTICLE II. - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful  
business.

**ARTICLE III. - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to  
issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of  
One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for  
each share. Such consideration shall consist of any tangible or intangible property or benefit to  
the Corporation, including cash, promissory notes, services performed or written promises to  
perform services and shall have a value, in the judgment of the directors, equivalent to or greater  
than the full par value of the shares.

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ARTICLE IV. - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	150 West Flagler Street Museum Tower, Suite 2200 Miami, FL 33130

ARTICLE V. - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI. - INITIAL  
BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of five members. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial members of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Alberto Milo	1801 S.W. 3 <sup>rd</sup> Avenue, Suite 500 Miami, Florida 33129
Donna E. Milo	1801 S.W. 3 <sup>rd</sup> Avenue, Suite 500 Miami, Florida 33129

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ARTICLE VII - INCORPORATOR

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

Name	Address
Brian J. McDonough	150 West Flagler Street Museum Tower, Suite 2200 Miami, FL 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.


ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 28 day of July, 2005

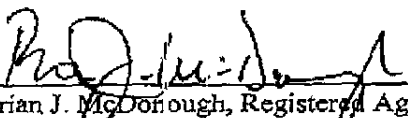
  
Brian J. McDonough, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of Section  
607.0501 of the Florida Statutes.

  
Brian J. McDonough, Registered Agent

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