

Division of Corporations

POS000158126

FILED Page 1 of 1
SECRETARY OF STATE
DIVISION OF CORPORATION

05 DEC -1 PM 12: 19

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000276087 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : COMITER & SINGER, LLP
Account Number : I20000000085
Phone : (561) 626-4742
Fax Number : (561) 626-4742

FLORIDA PROFIT CORPORATION OR P.A.

Overlay Partners, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$70.00 |

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
H05000276005 DEC -1 PM 12:20

**ARTICLES OF INCORPORATION
OF
OVERLAY PARTNERS, INC.**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I—NAME

The name of the corporation shall be: Overlay Partners, Inc.

ARTICLE II—PRINCIPAL OFFICE

The principal place of business/mailling address is: 1153 Town Center Drive, Suite 202, Jupiter, FL 33458.

ARTICLE III—PURPOSE

The purpose for which the corporation is organized is to engage in any activity which corporations may be organized under the laws of the United States and the State of Florida, including but not limited to real estate investment.

ARTICLE IV—SHARES

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of Common Stock, \$.01 par value. All shares of Common Stock of the Corporation will have identical rights and privileges, including the right to dividends and other distributions to shareholders, when declared, and the right to participate in the assets of the Corporation upon liquidation. The Common Stock of the Corporation will be divided into 100 voting shares and 9,900 non-voting shares. Except to the extent required by law, the non-voting shares will not be entitled to vote on any matter that requires the vote of the shareholders. Except for the right to vote, each share of voting and non-voting Common Stock will have identical rights.

ARTICLE V—INDEMNIFICATION

The Corporation shall indemnify each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the Corporation to the fullest extent permitted or authorized by current or future legislation or judicial or administrative decision against all fines, liabilities, costs and expenses, including attorneys' fees, arising out of such person's status as

a director, officer, employee or agent. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and all officers and directors against fines, liabilities, costs and expenses, whether or not the Corporation would have the legal power to indemnify them directly against such liability.

ARTICLE VI—INITIAL OFFICERS/DIRECTORS

The names and addresses of the initial officers are:

| | |
|-------------------------------------------------------|----------------------------------------------------------|
| Michael Garcia-Carrillo—Director/President | 14600 S.W. 136 th Street Miami, FL 33186 |
| George de Guardiola—Director/Vice President/Treasurer | 1153 Town Center Drive Suite 202 Jupiter, FL 33458 |
| Ricardo Vadia—Secretary | 920 Andalusia Avenue Coral Gables, FL 33134 |

ARTICLE VII—REGISTERED AGENT

The name and Florida street address of the registered agent is:

| | |
|---------------------|----------------------------------------------------------|
| George de Guardiola | 1153 Town Center Drive Suite 202 Jupiter, FL 33458 |
|---------------------|----------------------------------------------------------|

ARTICLE VIII—EFFECTIVE DATE

The effective time and date of the date of incorporation shall be 12:01 A.M. on December 1, 2005.

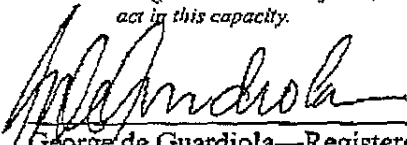
ARTICLE IX—INCORPORATOR

The name and address of the incorporator is:

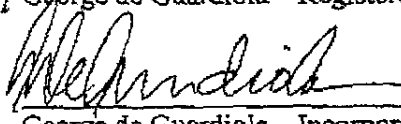
George de Guardiola

1153 Town Center Drive
Suite 202
Jupiter, FL 33458

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


George de Guardiola—Registered Agent

Date: December 1, 2005


George de Guardiola—Incorporator

Date: December 1, 2005

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC -1 PM 12:20