

To: DIVISION OF CORPORATIONS
Subject:

From: Edmary

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

DISC. 45872

FLORIDA PROFIT CORPORATION OR P.A.

THE PARTICULAR HARBOUR COMPANY II, INC.

Certificate of Status	0
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STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
THE PARTICULAR HARBOUR COMPANY II, INC.

ARTICLE I

The name of the corporation is THE PARTICULAR HARBOUR COMPANY II, INC.
(the "Corporation").

ARTICLE II

The address of the principal office of the Corporation is 158 Prospect Drive, Coral Gables, Florida 33133. The mailing address of the Corporation is P.O. Box 012101, Miami, Florida 33101.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

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ARTICLE VII

The name of the Incorporator is Nora Hernandez and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE VIII

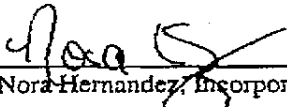
A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify (including the advancement of expenses to) any director or officer, or any former director or officer, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of December, 2005.



Nora Hernandez, Incorporator

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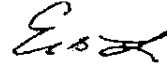
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of THE PARTICULAR HARBOUR COMPANY II, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



CORPDIRECT AGENTS, INC.
Agent for the Registered Agent

Dated: December 20, 2005

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