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RIO CONDOMINIUM INC.

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**ARTICLES OF INCORPORATION
OF**

RIO CONDOMINIUM INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: RIO CONDOMINIUM INC. (the "Corporation").

ARTICLE II. DURATION AND EXISTENCE

Commencement of Existence. The Corporation shall have a perpetual existence. The existence of the Corporation shall commence on the date these Articles of Incorporation are created, provided that the Articles are filed with the Secretary of State within five business days from the date of creation.

ARTICLE III. PURPOSE

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

ARTICLE IV. PRINCIPAL OFFICE

The initial principal office of this Corporation shall be 7035 SW 47th Street, Suite G, Miami, Florida 33155.

The mailing address of this Corporation shall be 7035 SW 47th Street, Suite G, Miami, Florida 33155.

ARTICLE V. BOARD OF DIRECTORS

A. Number of Directors. This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

B. Initial Directors. The name of the initial members of the board of directors of the Corporation are:

CYNTHIA D. JUNKIN

NORKA I. MUNILLA

C. Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the

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Corporation may also serve the Corporation in any other capacity and receive compensation thereof in any form.

ARTICLE VI. SHARES

- (a) The maximum number of shares of stock that this corporation is authorized to issue is 100 with a par value of \$1.00 per common shares of stock.
- (b) Shareholders shall not have preemptive rights.
- (c) Shareholders shall not have cumulative voting rights.

ARTICLE VII. OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT: CYNTHIA D. JUNKIN
VICE-PRESIDENT: NORKA I. MUNILLA
SECRETARY: NORKA I. MUNILLA
TREASURER: CYNTHIA D. JUNKIN

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the Corporation's registered agent at that address is Broad and Cassel, P.A. The street address of the Corporation's registered office is One Biscayne Tower, 2 South Biscayne Boulevard, 21st Floor, Miami, Florida 33131.

ARTICLE IX. INCORPORATOR

The name of the incorporator to these Articles of Incorporation is:

BROAD AND CASSEL, P.A.

ARTICLE X. INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this Corporation, or is or was serving at the request of this Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint

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venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this Corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) *recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.*

A judgment or other final adjudication against a director, officer, employee or agent of this Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights of the indemnification of such Indemnified Person or the obligations of the Corporation assigned hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE XI. BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE XII. AMENDMENT

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

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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 607.0505 of the Florida Business Corporation Act.

BROAD AND CASSEL, P.A.

By: [Signature]
Name: Isabel C. Diaz
Title: Attorney

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