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Fax Number : (850) 205-0381

From:

Account Name : JOANNE R. URQUIOLA, P.A.
Account Number : I20000000227
Phone : (305) 423-3435
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DIVISION OF STATE
CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

KEY WEST BY THE GABLES, INC.

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6-30-06

**ARTICLES OF INCORPORATION
OF
KEY WEST BY THE GABLES, INC.**

The undersigned a natural person, competent to contract, hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

**ARTICLE I
NAME**

The name of this corporation shall be Key West by the Gables, Inc.

**ARTICLE II
GENERAL NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

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NOTARY PUBLIC
JULY 10 2006

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mario Palazon
10000 Southwest 127th Avenuc,
Miami, Florida 33186

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VII
INITIAL DIRECTORS**

The name of the initial directors of this Corporation and their street address is:

Mario Palazon
10000 Southwest 127th Avenue,
Miami, Florida 33186

Ygdelina Barroso

The persons named as the initial directors shall hold office until the first annual meeting of Shareholders, and thereafter until successor(s) are elected or appointed and have qualified.

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**ARTICLE VIII
PRINCIPAL OFFICE**

The principal office of the corporation is as follows:

**2238 Southwest 57th Avenue
Miami, Florida 33155**

**ARTICLE IX
INCORPORATOR**

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

**Joanne R. Urquiola
100 Southeast 2nd Street, Suite 2900
Miami, Florida 33131**

**ARTICLE X
CONFLICT OF INTEREST**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI
BY-LAWS**

The Shareholders or the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

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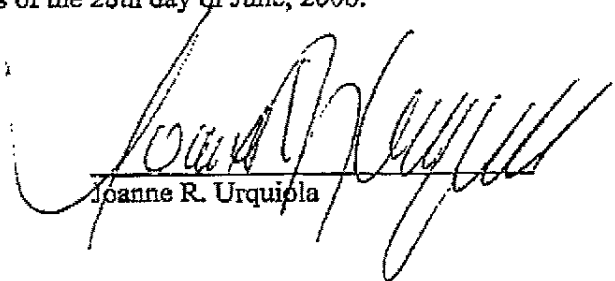
**ARTICLE XII
AMENDMENT**

These Articles of Incorporation may be amended by the Corporation in any manner now or hereafter provided for by law.

**ARTICLE XIII
INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 28th day of June, 2006.


Joanne R. Urquiola

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
FOR
KEY WEST BY THE GABLES, INC.**

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

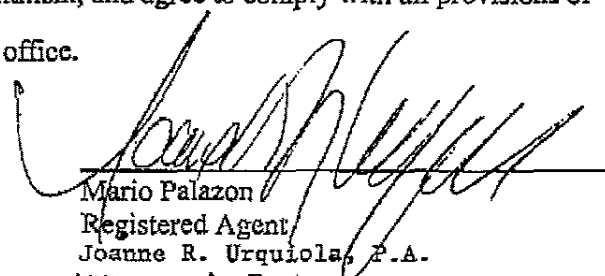
Key West by the Gables, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 10000 Southwest 127th Avenue, Miami, Florida 33186, as its initial Registered Office and has named Mario Palazon located at said address as its initial Registered Agent.

By: 

Joanne R. Urquiola, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with all provisions of Florida Statutes relative to keeping open said office.


Mario Palazon

Registered Agent

Joanne R. Urquiola, P.A.
Attorney-in-Fact

Joanne R. Urquiola, Esquire
Joanne R. Urquiola, P.A.
100 Southeast Second Avenue, Suite 2900
Miami, Florida 33131
(305) 423-3435