

Division of Corporations

002

Page 1 of 1
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 11 PM 12:43Florida 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.

(((H06000174164 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 : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305) 357-5775
Fax Number : (305) 357-5534

FLORIDA PROFIT/NON PROFIT CORPORATION

MARINA LAKES DEVELOPMENT INC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing Menu

Help



July 10, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FIELDSTONE LESTER SHEAR & DENBERG

*Please
see attached
thank you.*

SUBJECT: MARINA LAKES DEVELOPMENT, INC.
REF: W06000030477

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state the number of shares of authorized stock.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

FAX Aud. #: H06000174164
Letter Number: 006A00044339

FILED
((H06000174164 3))
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 JUL 11 PM 12:43

**ARTICLES OF INCORPORATION
OF
MARINA LAKES DEVELOPMENT, INC.**

ARTICLE ONE: NAME.

The name of this corporation is MARINA LAKES DEVELOPMENT, INC.

ARTICLE TWO: PURPOSE.

The Corporation's business and purpose shall consist solely of the following:

- (i) To acquire a membership interest in and act as a member of MARINA LAKES PROFESSIONAL, LLC (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Marina Lakes Offices located in Miami-Dade County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization; and
- (ii) to engage in such other lawful activities permitted to corporations under the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE THREE: LIMITATIONS.

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article Two or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the acquisition of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;

((H06000174164 3))

- (iii) cause the LLC to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the LLC to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the LLC or a substantial part of property of the Corporation or the LLC, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; amend Articles Two, Three or Four of these Articles of Incorporation.
- (ix) withdraw as a member of the LLC.
- (x) In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall not, without the written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and items (ix) and (x).

ARTICLE FOUR: SEPARATENESS/OPERATIONS MATTERS.

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

((H06000174164 3))

((H06000174164 3))

- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE FIVE: ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| Number of Shares Authorized | Par Value Per Share | Class of Stock |
|--------------------------------|------------------------|-------------------|
| 10,000 | \$.01 | Common |

ARTICLE SIX: INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial principal and mailing office of this corporation is:

3191 Coral Way, Ste. 303
Miami, Florida 33145

((H06000174164 3))

((H06000174164 3))

and the name and address of the initial registered agent of this corporation is:

| Name | Address |
|----------------------|--|
| Ronald R. Fieldstone | 201 Alhambra Circle, Ste. 601 Coral Gables, Florida 33134 |

ARTICLE SEVEN: COMMENCEMENT.

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE EIGHT: INITIAL BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| Name | Address |
|------------|--|
| Jose Armas | 3191 Coral Way, Ste. 303 Miami, Florida 33145 |

ARTICLE NINE: INCORPORATOR.

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

| Name | Address |
|----------------------|--|
| Ronald R. Fieldstone | 201 Alhambra Circle, Ste. 601 Coral Gables, Florida 33134 |

ARTICLE TEN: BY-LAWS.

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

((H06000174164 3))

((H06000174164 3))

ARTICLE ELEVEN: INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of July, 2006.



Ronald R. Fieldstone
Incorporator

((H06000174164 3))

((H06000174164 3))

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

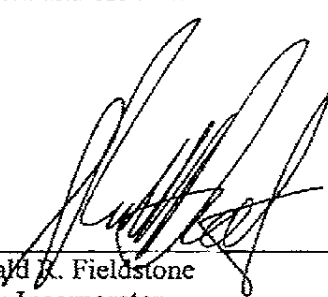
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Marina Lakes Development, Inc.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone
201 Alhambra Circle, Ste 601
Coral Gables, Florida 33134



Ronald R. Fieldstone
Title: Incorporator
Date: July 6, 2006.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ronald R. Fieldstone

Date: July 6th, 2006.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
06 JUL 11 PM 12:43

((H06000174164 3))