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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Falcon Development Canada, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**FALCON DEVELOPMENT CANADA, INC**

The undersigned Incorporator, hereby forms a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation is Falcon Development Canada, Inc. (the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office and mailing address is, 46 Star Island Drive, Miami Beach, Florida 33139.

**ARTICLE III**  
**DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV**  
**NATURE OF BUSINESS**

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

**ARTICLE V**  
**CAPITAL STOCK**

The Corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the Corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The name of the initial registered agent of this corporation is Miami Center Registered Agents, LLC. The street address of the Corporation's initial registered office is 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

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**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Eliot C. Abbott, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.L., 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

**ARTICLE VIII**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of directors and the Shareholders.

**ARTICLE IX**  
**LIMITATION ON DIRECTOR LIABILITY**

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

**ARTICLE X**  
**CAPITAL STOCK**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article X shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors of the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, Required to be taken at any meeting may be taken by written consent as provided in the FBCA, as now amended, or as same may be amended in the future.

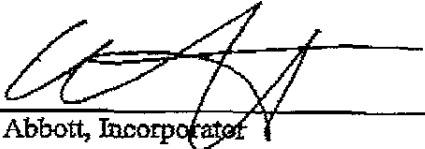
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**ARTICLE XII**  
**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of December, 2006.

  
Eliot C. Abbott, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES  
OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS  
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 18<sup>th</sup> day of December, 2006.

MIAMI CENTER REGISTERED AGENTS, LLC

By:   
Eliot C. Abbott, Vice President

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