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FLORIDA PROFIT/NON PROFIT CORPORATION

CORPORACION OMNI 2010, INC.

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**ARTICLES OF INCORPORATION  
OF  
CORPORACION OMNI 2010, INC.**

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**Article I - Name**

The name of the Corporation is Corporacion Omni 2010, Inc.

**Article II - Stockholder**

The founding Stockholder of the Corporation is Corporacion Omni 2010, SA, a BVI corporation.

**Article III - Nature of Business**

The sole purpose of this Corporation is to acquire ownership and title of residential real property and assets related thereto.

**Article IV - Capital Stock**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

**Article V - Term**

This Corporation shall have perpetual existence unless dissolved pursuant to law.

**Article VI - Address**

The initial street address of the principal office of this Corporation in the State of Florida is 11015 Legacy Lane, Unit 26-204, Palm Beach Gardens, Florida 33410. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

**Article VII - Directors**

This Corporation shall have three (3) Directors initially. Written consent of the majority of the Directors shall be required for any action of the Corporation..

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### **Article VIII - Initial Directors**

The name and street address of the initial Directors of this Corporation who shall hold office until their successor(s) are elected or appointed and shall have qualified are:

Jean Magnou  
avenida sur 10  
villa araguaney Nr. 22-38  
Los Naranjos del Cafetal  
Caracas, Venezuela

Maxence R. Magnou  
11015 Legacy Lane  
Unit 26-204  
Palm Bch Gardens, FL 33410

Sabine Magnou  
avenida sur 10  
villa araguaney Nr. 22-38  
Los Naranjos del Cafetal  
Caracas, Venezuela

### **Article IX - Incorporator**

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

Herschel Gavsie, Esq.  
Greenspoon Marder, P.A.  
100 W. Cypress Creek Road, Suite 700  
Fort Lauderdale, Florida 33309

### **Article X - Other Provisions**

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.

2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Stockholders of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the stockholders.

4. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not

guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### **Article XI - Grant of Preemptive Rights**

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

#### **Article XII - Registered Office**

The Registered Agent and registered office of the Corporation shall be:

Greenspoon Marder, P.A. (the "Firm")  
100 W. Cypress Creek Road, Suite 700  
Fort Lauderdale, Florida 33309

#### **Article XIII - Amendment**

No amendment may be made to these Articles of Incorporation or the By-Laws of the Corporation, nor may any transfer or sale be made on any real estate owned by the Corporation, nor may any mortgage be recorded on any real estate owned by the Corporation without the unanimous written consent of the Stockholder "Corporacion Omni 2010, SA."

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of June, 2008.

  
Herschel Gavsie, Incorporator

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act.

FIRST -- That Corporation Omni 2010, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named Greenspoon Marder, P.A. as Registered Agent, who may be served at the registered office located at Greenspoon Marder, P.A., 100 W. Cypress Creek Road, Suite 700, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):**

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, the Firm hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
Herschel Gavrie, for the Firm

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