

7/15/2008 11:41 FAX 057793561 AVILA RODRIGUEZ P.A. 004
Division of Corporations Page 1 of 1
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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6381

From:
Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLC
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DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

Real Estate Property Holdings II Corp.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
REAL ESTATE PROPERTY HOLDINGS II CORP.**

The undersigned, acting as incorporator of REAL ESTATE PROPERTY HOLDINGS II CORP. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

REAL ESTATE PROPERTY HOLDINGS II CORP.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

780 N.W. 42nd Avenue
Suite 300
Miami, FL 33126

The mailing address of the corporation shall be:

780 N.W. 42nd Avenue
Suite 300
Miami, FL 33126

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, FL 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Patricia M. Hernandez
2525 Ponce De Leon Blvd., Suite 1225
Coral Gables, FL 33134

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

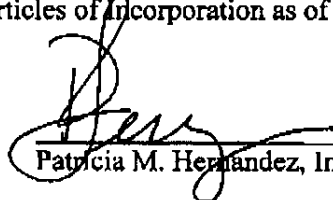
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. DIRECTORS

The corporation shall have no less than two (2) members on its Board of Directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of September 15th, 2008.



Patricia M. Hernandez, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That REAL ESTATE PROPERTY HOLDINGS II CORP. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at **2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, FL 33134**, has named **Interamerican Corporate Services LLC**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Interamerican Corporate Services LLC

By: 
Patricia M. Hernandez, Manager

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