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To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

SECRETARY OF STATE  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Shangrila Real Estate Inc.

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION  
OF  
SHANGRILA REAL ESTATE, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is Shangrila Real Estate, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address is: c/o 1000 Brickell Avenue, Suite 215,  
Miami, Florida 33131.

**ARTICLE III**

**TERM OF CORPORATE EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE IV**

**PERMITTED ACTIVITY**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

This Instrument Prepared By:  
ROJAS & STANHAM, LLP  
NICHOLAS STANHAM, ESQ.  
Florida Bar No.: 0038222  
1000 Brickell Avenue, Suite 215  
Miami, Florida 33131  
Telephone: (305) 349-1500

**ARTICLE V**

**AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share.

**ARTICLE VI**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**

**REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation and initial place of business is 1000 Brickell Avenue, Suite 215, Miami, FL 33131. The initial Registered Agent is Corporate Maintenance Services, LLC.

**ARTICLE VIII**

**DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Nicolas Calcagno	3001 N.E. 165 <sup>th</sup> Street, Unit 715
	Miami, Florida 33180
Juan A. Calcagno	3001 N.E. 165 <sup>th</sup> Street, Unit 715
	Miami, Florida 33180

ARTICLE IX  
INCORPORATOR

The name and address of the Incorporator is: Nicholas Stanham, 1000 Brickell Avenue, Suite 215, Miami, Florida 33131.

ARTICLE X  
INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13<sup>th</sup> day of November, 2008.

  
\_\_\_\_\_  
Nicholas Stanham

STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared Nicholas Stanham, who is personally known to me or who has produced \_\_\_\_\_ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me according to law, that he made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of November, 2008.



  
\_\_\_\_\_

Notary Public

My Commission Expires:

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TALLAHASSEE, FLORIDA

**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: Shangrila Real Estate, Inc.
2. The name and address of the registered agent and office is: Corporate Maintenance Services, LLC – 1000 Brickell Avenue, Suite 215, Miami, FL 33131

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in its capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Corporate Maintenance Services, LLC

Signature: \_\_\_\_\_

Print: By:  \_\_\_\_\_  
Nicholas Stanham, Manager

Date: November 13, 2008