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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
VENTAS EN USA, CORP.

Certificate of Status	0
Certified Copy	1
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T. Burch SEP 9 2009

CERTIFICATE OF INCORPORATION

OF

VENTAS EN USA, CORP.

I, the undersigned, in order to form a corporation under a pursuant to the provisions of the laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the proposed corporation shall be:

VENTAS EN USA, CORP.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the United State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 500 shares at \$1 (one) Dollar par value.

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**ARTICLE IV
TERM OF EXISTANCE**

This corporation is to exist perpetually.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is: 2402 NW 72ND AVE, MIAMI FL 33122. The board of directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have initially two (2) directors. The number of director (s) may increase or diminished from time to time by laws adopted by the stockholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the member(s) of the first board of director(s) is:

President

**LUIS RODRIGUEZ
2402 NW 72ND AVE
MIAMI FL 33122**

**Vice-President
Secretary, Treasurer**

**MARIA VALERA
2402 NW 72ND AVE
MIAMI FL 33122**

**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is LUIS RODRIGUEZ, 2402 NW 72ND AVE, MIAMI FL 33122.

**ARTICLE IX
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 2402 NW 72ND AVE, MIAMI FL 33122. And the registered agent shall be:

LUIS RODRIGUEZ, 2402 NW 72ND AVE, MIAMI FL 33122.

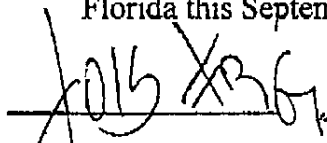
Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designed in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Registered Agent

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, The undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under that law of the State of Florida this September 4, 2009.



Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the Undersigned Corporation organized under the laws of the State of Florida submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **VENTAS EN USA, CORP.**
2. The name and address of the registered agent and office is:

LUIS RODRIGUEZ, 2402 NW 72ND AVE, MIAMI FL 33122.

SIGNATURE _____
TITLE _____



President

DATE: Sept. 4th, 2009

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. THE FURTHER AGREED TO APPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE Sept. 4th, 2009

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TALLAHASSEE, FLORIDA