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Florida Department of State  
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DOMESTICATION  
Bal Harbour Palace Limited

Certificate of Status	0
Certified Copy	1
Page Count	05 6
Estimated Charge	\$128.75

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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February 15, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: BAL HARBOUR PALACE HOLDINGS, INC.  
REF: W10000007603

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

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**CERTIFICATE OF DOMESTICATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Perla Gilinski, the sole Director of **BAL HARBOUR PALACE LIMITED**, a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was September 3, 1992.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **BAL HARBOUR PALACE LIMITED**.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate, is **BAL HARBOUR PALACE HOLDINGS, INC.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately prior to the filing of the Certificate of Domestication was the British Virgin Islands.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Perla Gilinski, sole Director of **BAL HARBOUR PALACE LIMITED**, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 12<sup>th</sup> day of February, 2010.

Perla P. de Gilinski  
PERLA GILINSKI, Director

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**ARTICLES OF INCORPORATION  
OF  
BAL HARBOUR PALACE HOLDINGS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation is Bal Harbour Palace Holdings, Inc. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is 2875 N.E. 191 Street, Ste. 800, Aventura, FL 33180.

**ARTICLE IV**

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until a successor has been duly elected and qualified.

**ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for

violation of a criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

#### ARTICLE VIII

The name of the Incorporator is Debra Palmisano, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12<sup>th</sup> day of February, 2010.

A handwritten signature in cursive script, appearing to read 'Debra Palmisano', is written over a horizontal line.

Debra Palmisano, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Bal Harbour Palace Holdings, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CF Corporation System

By: 

Name: Madonna Cuddihy

Title: Special Assistant Secretary

Dated: February 12, 2010.

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AND  
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TALLAHASSEE, FLORIDA