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To:  
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Fax Number : (850)617-6381

From:  
Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.  
Account Number : 104076000124  
Phone : (305)476-7100  
Fax Number : (305)476-7102

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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FLORIDA PROFIT/NON PROFIT CORPORATION  
HERNAN RINCON & ASSOC. PROPERTIES, INC.

Certificate of Status	1
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2 Bure MAR 18 2010

**RASCO KLOCK REININGER PEREZ ESQUENAZI VIGIL & NIETO**  
**ATTORNEYS & COUNSELORS AT LAW**

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James W. Jarvis  
Frank J. Sinagra  
Of counsel

\*Certified Circuit Court Mediator  
-Board Certified -Business Litigation

F A X T R A N S M I T T A L

**DATE:** March 17, 2010  
**TO:** Becky McKnight, Regulatory Specialist II  
**FAX NO.:** 1-850-617-6381 **PAGES:** 8  
**FROM:** Luis A. Perez, Esq.  
**RE:** LETTER NUMBER: 310a000006304

**CLIENT/MATTER NO.** 3809-0001

Original is being posted by mail today.

This is the only copy you will receive.

MESSAGE:

Dear Becky McKnight,

Per your request attached please find corrected document, please note that the last page of the Articles of Incorporation has been replaced it.

Thank you very much.

Teresa Pissani  
Legal Assistant to Luis A. Perez, Esq.

This facsimile contains PRIVILEGED AND CONFIDENTIAL INFORMATION intended only for use of the addressee(s) named above. If you are not the intended recipient of this facsimile, or the employee or agent responsible for delivering it to the intended recipient you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify us by telephone and return the original facsimile to us at the above listed address via the U.S. Mail. Thank You.



March 15, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RASCO REININGER PEREZ ET AL.

SUBJECT: HERNAN RINCON & ASSOC. PROPERTIES, INC.  
REF: W10000012856

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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H10000056897  
Letter Number: 310A00006304

Audit No. (((H10000056897 3)))

**ARTICLES OF INCORPORATION  
OF  
HERNAN RINCON & ASSOC. PROPERTIES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of HERNAN RINCON & ASSOC. PROPERTIES, INC., a Florida corporation ("Corporation"), under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

HERNAN RINCON & ASSOC. PROPERTIES, INC.

and the initial principal office is:

c/o 283 Catalonia Avenue  
Second Floor  
Coral Gables, FL 33134

ARTICLE II. COMMENCEMENT OF EXISTENCE

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

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of Florida.

Audit No. (((H10000056897 3)))

This instrument was prepared by:  
Luis A. Perez, Esq.  
Rasco Klock Reiningger Perez Esquenazi Vigil & Nieto  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
(305) 476-7100

Audit No. (((H10000056897 3)))

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 283 Catalonia Avenue, 2<sup>nd</sup> Floor, Coral Gables, Florida 33134 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, LLC

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one.

The name and street address of the initial director is:

HERNAN RINCON VALDIVIESO  
c/o 283 Catalonia Avenue, 2nd Floor  
Coral Gables, Florida 33134

Audit No. (((H10000056897 3)))

This instrument was prepared by:  
Luis A. Perez, Esq.  
Rasco Klock Reininger Perez Esquenazi Vigil & Nieto  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
(305) 476-7100

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

LUIS A. PEREZ, ESQ.  
283 Catalonia Avenue  
Second Floor  
Coral Gables, FL 33134

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. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

Audit No. (((H10000056897 3)))

This instrument was prepared by:  
Luis A. Perez, Esq.  
Rasco Klock Reininger Perez Esquenazi Vigil & Nieto  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
(305) 476-7100

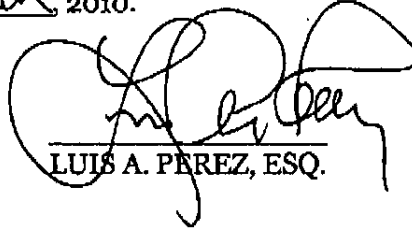
Audit No. H10000056897 3

**ACCEPTANCE BY THE REGISTERED AGENT**

I represent Miami Corporate Systems, LLC, the Registered Agent of Hernan Rincon & Assoc. Properties, Inc. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
**BY MIAMI CORPORATE SYSTEMS, LLC**  
LUIS A. PEREZ, Manager

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of March, 2010.

  
LUIS A. PEREZ, ESQ.

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