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## To:

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## From:

Account Name : ROBERT N. ALLEN, JR., P.E.  
Account Number : 073324000622  
Phone : (305)372-3300  
Fax Number : (305)379-7018

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Email Address: taquilar@robertallenlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
THE PEPÁ% MIAMI CORPORATION

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
THE PEPÉ MIAMI CORPORATION**

The undersigned incorporator, for the purposes of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation shall be: THE PEPÉ MIAMI CORPORATION.

**ARTICLE II  
Principal Place of Business**

The principal address of the corporation is: 1112 N. Miami Ave, 2nd Floor, Miami, FL 33136

**Article III  
Mailing Address**

The mailing address of the corporation is: 1112 N. Miami Ave, 2nd Floor, Miami, FL 33136

**Article IV  
Purpose**

The purpose for which the corporation is organized is: The organization is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE V  
Authorized Capital**

(a) The corporation is authorized to issue One Thousand (1,000) shares of common stock @ \$ 1.00 par value.

(b) The holders of shares of Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the stockholders on which the holders of shares of Common Stock are entitled to vote. No stockholder of the Corporation shall be entitled to exercise any right of cumulative voting. Except as may otherwise be provided in this Articles of Incorporation, or by applicable law, at any annual or special meeting of the stockholders the Common Stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders.

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(c) The holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board of Directors from time to time out of any assets or funds of the Corporation legally available thereof and shall share equally on a per share basis in such dividends and distributions.

(e) In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

#### **ARTICLE VI** **Management of the Corporation**

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Articles of Incorporation or the Bylaws of the Corporation, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of this Article of Incorporation and any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the Board of Directors that would have been valid if such Bylaws had not been adopted.

(b) The number of directors shall initially be one (1) and, thereafter, shall be fixed from time to time exclusively by the Board of Directors.

(c) The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

#### **ARTICLE VII** **Amendments**

In furtherance and not in limitation of the powers conferred upon it by law, the stockholders shall have power to adopt, amend, alter or repeal the Bylaws of the Corporation. Any adoption, amendment, alteration or repeal of the Bylaws of the Corporation by the stockholders shall require, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Articles of Incorporation, the affirmative vote of the holders of at least a simple majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in any manner now or hereafter prescribed by this Articles of Incorporation and the FBCA; and all rights, preferences and privileges herein conferred upon stockholders, directors or any other person by and pursuant to this Articles of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article; provided, however, that, notwithstanding any other provision of this Articles of Incorporation or

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any provision of law which might otherwise permit a lesser vote or no vote, and in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or this Articles of Incorporation, the affirmative vote of the holders of at least a simple majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter, change or repeal or adopt any provision as part of this Articles of Incorporation.

**ARTICLE VIII**  
**Initial Officers and/ or Directors**

The initial officer and/or director of the corporation is:

Name and Title: D, P  
FRANZOI ANDREA  
c/o 1441 Brickell Ave, Ste. 1400  
Miami, FL 33131

**Article IX**  
**Registered Agent**

The name and street address of its initial registered agent is Robert Allen Law, 1441 Brickell Ave, Ste. 1400, 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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.

Dated as of the 20<sup>th</sup> day of October, 2011.

Robert Allen Law

By:   
Umberto Bonavita, Executive Vice President

**Article X**  
**Duration**

The duration of the corporate existence shall be perpetual.

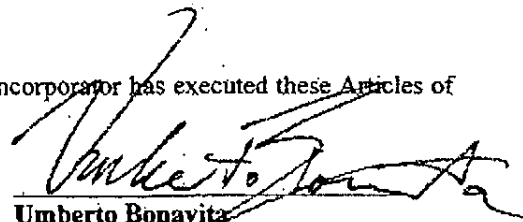
**ARTICLE XI**  
**Incorporator**

The name and address of the incorporator of the corporation is:

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Umberto Bonavita  
Robert Allen Law  
1441 Brickell Avenue, Suite 1400  
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation as of the 20<sup>th</sup> day of October, 2011.



Umberto Bonavita  
Robert Allen Law  
1441 Brickell Avenue, Suite 1400  
Miami, FL 33131

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