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Division of Corporations

Page 1 of 1

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
CEDARS OF SAN CAYETANO INC

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ARTICLES OF INCORPORATION
OF
CEDARS OF SAN CAYETANO, INC.

ARTICLE I.

The name of this corporation shall be:

CEDARS OF SAN CAYETANO, INC.

ARTICLE II.

The general nature of business to be carried on by this corporation, is:

- a. To carry on and conduct a general import and export business, and to do and transact all and every the acts of whatever nature necessary to best effectuate the proper and successful operation and maintenance of an import and export business.
- b. To enter into any and all contracts with any person, firm, corporation and/or association.
- c. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- d. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- e. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and/or personal property or any interest therein, wherever situated.
- f. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- g. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under The Florida Business Corporation Act of the State of Florida.

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ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock of TEN and NO/100 (\$10.00) DOLLARS par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 3801 N. E. 207th Street, Apartment 504-1, Aventura, Florida 33180, with the corporation retaining the power of moving its principal office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

ARTICLE VII.

The initial registered office of this corporation shall be located at 1221 Brickell Avenue, 9th Floor, Miami, Florida 33131. The initial Registered Agent at such address shall be CARLOS GUERSANI-HARRINGTON.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX

The names and post office addresses of the members of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of stockholders, and until their successors are elected and qualified, or until their earlier removal from office, resignation or death are:

JOSE LUIS CARBONELL
c/o Cano Properties, Inc.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

MARIA DOLORES SEGALLES
c/o Cano Properties, Inc.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

ARTICLE X

The officers of this corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, as may be provided in the By-laws, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers. The names and post office addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors, or until their earlier removal from office, resignation or death are:

PRESIDENT: JOSE LUIS CARBONELL
c/o Cano Properties, Inc.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

TREASURER: JOSE LUIS CARBONELL
c/o Cano Properties, Inc.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

SECRETARY: MARIA DOLORES SEGALLES
c/o Cano Properties, Inc.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

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ARTICLE XI.

The names and post office addresses of the incorporators are:

JOSE LUIS CARBONELL
c/o Cano Properties, Inc.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

MARIA DOLORES SEGALES
c/o Cano Properties, Inc.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

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ARTICLE XII

The Bylaws of this corporation may be created, amended, changed or replaced by the Stockholders or by the Board of Directors of the corporation at any duly scheduled meeting called for that purpose.

ARTICLE XIII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.

The execution hereof by the incorporators constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 24th day of August, 2012.


JOSE LUIS CARBONELL
Incorporator

(SEAL)


MARIA DOLORES SEGALES
Incorporator

(SEAL)

Having been named as Registered Agent to accept service of process for CEDARS OF SAN CAYETANO, INC., at 1221 Brickell Avenue, 9th Floor, Miami, Florida 33131. I am familiar with and hereby accept the appointment to act as Registered Agent and agree to act in this capacity. August 24, 2012.


CARLOS GUERSANI-HARRINGTON

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