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P9500029738

ACCOUNT NO. : 072100000032

REFERENCE : 580279 4656A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1995

ORDER TIME : 9:03 AM

ORDER NO. : 580279

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CUSTOMER NO: 4656A

CUSTOMER: Sheryl Cohen, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: MARIVERO DEVELOPMENT INC.

XXXXX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
XXXX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 APR 17 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN APR 17 1995

**ARTICLES OF INCORPORATION
OF
MARIVERO DEVELOPMENT INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **MARIVERO DEVELOPMENT INC.** (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Albert D. Quentel, 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Albert D. Quentel**.

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. The name and address of the initial director, who will serve as such as the Corporation's director until a successor or successors are duly elected and qualified, is Luis B. Lamar, and the address of the initial director is 328 Crandon Boulevard, Suite 222C, Key Biscayne, Florida 33149.

ARTICLE VII

The names, offices held, and addresses of the initial officers of the Corporation who shall serve in such capacity until the annual meeting of directors and until successors are duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Luis B. Lamar	President, Secretary, Treasurer	328 Crandon Boulevard Suite 222C Key Biscayne, FL 33149


ARTICLE VIII

The name of the Incorporator is Albert D. Quentel and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE IX

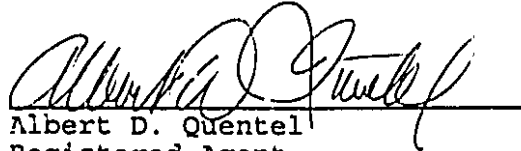
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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 13th day of April, 1995.


Albert D. Quentel - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MARIVERO DEVELOPMENT INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Sections 607.0501 and 607.0505.


Albert D. Quentel
Registered Agent

Dated: April 13, 1995

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