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July 17, 1995

State of Florida  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300001549573  
-07/31/95--01066--006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Katalina Development, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and certify and return to us one certified copy.

I am enclosing my check in the amount of \$122.50 covering:

1.	Filing fee	\$ 35.00
2.	Certified copies	52.50
3.	Registered Agent designation	<u>35.00</u>
		\$122.50

Very truly yours,

Mark A. Kaire

MAK/yb

Enclosures

95 JUL 31 PM 2:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PH  
8/2

ARTICLES OF INCORPORATION  
OF  
KATALINA DEVELOPMENT, INC.,

95 JUL 31 PM 2:00  
FILED  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

ARTICLE I

NAME

The name of this corporation shall be KATALINA DEVELOPMENT, INC.,

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

4400 Granada Boulevard  
Coral Gables, Florida 33146

ARTICLE III

MAILING ADDRESS

The mailing address of this corporation shall be:

4400 Granada Boulevard  
Coral Gables, Florida 33146

ARTICLE IV

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

## **ARTICLE V**

### **PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

## **ARTICLE VI**

### **CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock, each at \$1.00 par value.

## **ARTICLE VII**

### **PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this corporation is:

44 West Flagler Street  
Suite 2400  
Miami, Florida 33130

The name of the initial registered agent of the corporation is, together with the agent's address:

Mark A. Kaire  
44 West Flagler Street  
Suite 2400  
Miami, Florida 33130

## ARTICLE IX

### FIRST BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Diego Rodriguez  
4400 Granada Boulevard  
Coral Gables, Florida 33146

Director

## ARTICLE X

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement hereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors arising out of their status as such.

## ARTICLE XI

### INCORPORATION

The name and address of the person signing these Articles is:

Diego Rodriguez  
4400 Granada Boulevard  
Coral Gables, Florida 33146

## ARTICLE XII

### BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of JULY, 1995.

  
\_\_\_\_\_  
DIEGO RODRIGUEZ  
Incorporator

STATE OF FLORIDA )  
                                  ) ss  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of July, 1995 by Diego Rodriguez, who has produced a Florida D.L., as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed by official seal, in the State and County aforesaid, this 17<sup>th</sup> day of July, 1995.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Signature of Person Taking  
Acknowledgment

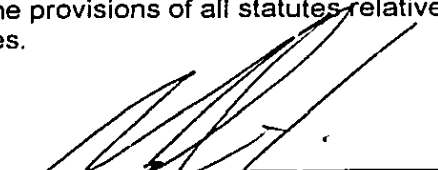
My Commission Expires:

Yolanda Batallan  
\_\_\_\_\_  
Name of Acknowledger Typed

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 7-17-95

  
\_\_\_\_\_  
MARK A. KAIRE