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**ARTICLES OF INCORPORATION**

**OF**

**GABLES VENTURE, INC.**

**ARTICLE I - NAME**

The name of this corporation is **GABLES VENTURE , INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose Publishing, and any other lawful business it may choose to undertake pursuant to the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of stock with a One Dollar (\$1.00) par value, which said shares shall be designated as "common shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 782 North LeJeune Road, Suite 530, Miami, Florida 33126. The name of the initial Registered Agent of this corporation is ALEX DE LEON, and his address is 782 NORTH LEJEUNE ROAD, SUITE 530, MIAMI, FLORIDA 33126. THE MAILING ADDRESS OF THIS CORPORATION IS THE SAME.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (1) Initial Director. The number of all directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the Initial Director of this corporation is:

<b>Alex De Leon</b>	<b>President</b>	<b>782 North LeJeune Road, Suite 530,</b>
		<b>Miami, Florida 33126</b>

THE SIGNERS HEREOF BY  
MITCHELL J. ZIDEL  
800 DOWNS BOULEVARD, LA PUERTA DEL SOL  
800 DOWNS BOULEVARD, SUITE 315  
CORAL GABLES, FLORIDA 33134  
Florida Bar # 88288.

Prepared by: Mitchell J. Zidel  
800 Douglas Rd. Suite 315  
Coral Gables, FL 33134  
(305) 445-9333

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**ARTICLE VII - INCORPORATION**

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

Alex De Leon  
782 North LeJeune Road, Suite 530  
Miami, Florida 33126

**ARTICLE VIII - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation and amendment thereof and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of September, 1995.

  
\_\_\_\_\_  
Alex De Leon

STATE OF FLORIDA     )  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Alex De Leon, to me well known and known to me to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 6 day of September, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

6 day of September, 1995.

**I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.**

BY:

  
\_\_\_\_\_  
Alex De Leon

995000069075

MAY 31 1996 11 53 AM  
5/31/96

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

P.01/02  
1:56 PM

(((H96000007617)))  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 00  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: BASIC AMENDMENT

(((H96000007617)))  
NAME: GABLES VENTURE, INC.  
FAX AUDIT NUMBER: H96000007617  
DATE REQUESTED: 05/30/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 2  
ESTIMATED CHARGE: \$35.00  
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*Corp amend - Corp. audit. Q1-1 R1 ✓  
Once again*

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JUN 1 1996  
TALLAHASSEE, FL

NON RECEIVED  
JUN 8 8:31 AM '96  
TALLAHASSEE

05/31/96 08:18 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 31, 1996

GABLES VENTURE, INC.  
792 NORTH LEJEUNE ROAD, SUITE 530  
MIAMI, FL 33126

SUBJECT: GABLES VENTURE, INC.  
REF: P95000069075

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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 for said corporation"); and the registered agent's signature.

If shares have not been issued, the amendment cannot be adopted by the shareholders.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000007617  
Letter Number: 196A00027206

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MAY 29 1996  
11:56  
CLERK

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
GABLES VENTURE, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on September 7, 1995 and assigned document number P95000069075.

**FIRST:** Article V of the Articles of Incorporation is hereby amended as follows: The street address and registered agent of the corporation shall be:

*Handwritten initials*  
MANUEL M. ARVESU, P.A.  
2000 South Dixie Highway, Suite 200  
Miami, Florida 33133

**SECOND:** Article VI of the Articles of Incorporation is hereby amended as follows: The Director and his address is:

Ismael Arnatz, President and Secretary  
P.O. Box 341512  
Coral Gables, Florida 33134

**THIRD:** The mailing address of the Corporation shall be:  
P.O. Box 341512  
Coral Gables, Florida 33134

**FOURTH:** The amendment was adopted by the Directors on the 29th day of May, 1996.

**FIFTH:** No stock has yet been issued in the corporation.

**DATED:** May 29, 1996

*Handwritten:*  
Manuel M. Arvesu, Esq.  
2000 S. Dixie Hwy. #200  
Miami, FL 33133  
(305) 854-3530  
Fl. Bar # 585294

Gables Venture, Inc.

By: *Handwritten signature*  
Ismael Arnatz, Director/Shareholder

#96000007617

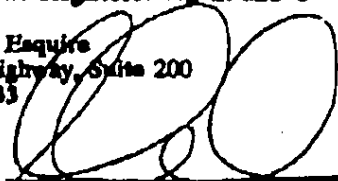
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.


- 1. The name of the corporation is:  
**GABLES VENTURE, INC.**
- 2. The name and address of the Registered Agent and Office is:

**Manuel M. Arvesu, Esquire  
2000 South Dixie Highway, Suite 200  
Miami, Florida 33133**

  
\_\_\_\_\_  
Manuel M. Arvesu, Esquire

Date 5/29/96

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.

  
\_\_\_\_\_  
Manuel M. Arvesu, Esquire

Date 5/29/96

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