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THOMAS H. CONNORS

ATTORNEY AT LAW

2001 AVIATION AVE.  
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(305) 440-5554  
FAX (305) 447-0704

January 25, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Articles of Incorporation  
Dubois Shopping Center, Inc.

200001707812  
-02/06/96--01086--011  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the Articles of Incorporation of Dubois Shopping Center, Inc., along with our check in the amount of \$122.50. Please return the certified copy in the enclosed self-addressed stamped envelope.

If there are any questions, please call.

Very truly yours,

  
Autumn Sanabria, Secretary for  
THOMAS H. CONNORS

/as

FILED  
96 FEB -6 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
SAB  
2/12/96

**ARTICLES OF INCORPORATION  
OF  
DUBOIS SHOPPING CENTER, INC.**

**FILED**  
96 FEB -6 AM 9: 1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is DUBOIS SHOPPING CENTER, INC., and its address is c/o Thomas H. Connors, esquire, 2964 Aviation Avenue, Third Floor, Miami, FL 33133.

**ARTICLE II  
DURATION**

The duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2964 Aviation Avenue, Third Floor, Miami, FL 33133 and the name of its initial registered agent at such address is Thomas H. Connors.

**ARTICLE VI**  
**DIRECTORS**

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors are:

Mr. Rafael Dubois and Mrs. Solange Dubois, both at  
c/o 2964 Aviation Avenue, 3rd Fl.  
Miami, FL 33133

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is:

Thomas H. Connors, Esquire  
2964 Aviation Avenue  
Third Floor  
Miami, Florida 33133

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

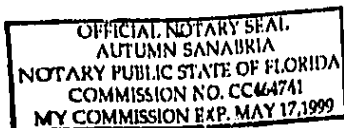
Executed by the undersigned on the 27 day of  
January, 1996.

Thomas H. Connors  
Thomas H. Connors, Incorporator

STATE OF FLORIDA)  
                                  ) SS:  
COUNTY OF DADE )

BEFORE ME appeared Thomas H. Connors to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27 day of January, 1996.



Autumn Sanabria  
NOTARY PUBLIC

My commission expires:

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Thomas H. Connors  
Thomas H. Connors  
Registered Agent

FILED  
96 FEB -6 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA