

P96000021563

Requestor's Name  
215 S. Monroe St. Suite 601  
Address  
Tel. 12, 01 222-2300  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Sancti Spiritus Management Company  
(Corporation Name) (Document #)
- 600001741656  
03/13/96--01070--017  
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| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SANCTI SPIRITUS MANAGEMENT COMPANY

ARTICLE I

NAME

The name of the corporation is Sancti Spiritus Management Company.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

#### ARTICLE IV

##### NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

## ARTICLE VI

### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Victoria L. Weber. The street address of the initial registered office of the corporation in the State of Florida is 215 South Monroe Street, Suite 601, Tallahassee, Florida 32301-1804.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than one.

The name and address of the initial member of the Board of Directors is Victoria L. Weber, 215 South Monroe, Suite 601, Tallahassee, Florida 32301-1804.

## ARTICLE VIII

### INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is Victoria L. Weber, 215 South Monroe, Suite 601, Tallahassee, Florida 32301-1804.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned sole Incorporator has executed these Articles of Incorporation this 8th day of March, 1996.

A handwritten signature in cursive script, appearing to read "Victoria L. Weber", is written over a horizontal line.

Victoria L. Weber, sole Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

Sancti Spiritus Management Company

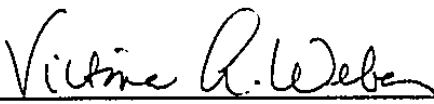
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That Sancti Spiritus Management Company desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Victoria L. Weber, located at 215 South Monroe Street, Suite 601, Tallahassee, Florida 32301-1804, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with all statutes relating to the proper and complete performance of all required duties, and is familiar with and accepts the obligations of the position as registered agent under Section 607.0505, Florida Statutes.

Dated this 8th day of March, 1996.

  
\_\_\_\_\_  
Victoria L. Weber