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DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMI  
ONE HARBOUR PLACE  
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TAMPA FL 33601- 292-00000  
CONTACT: ANNE ELLIS  
PHONE: (813) 223-7000  
FAX: (813) 229-4133  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MIAMI PROPERTY MANAGEMENT, INC.  
FAX AUDIT NUMBER: H96000007647  
DATE REQUESTED: 05/31/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$131.25  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 10:53:41  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 076077000355

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TALLAHASSEE, FLORIDA

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SENT BY CARLTON FIELDS WARD

8-81-88 (12:00PM)

CARLTON FIELDS

## CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARBOUR PLACE  
777 S. HARBOR BLVD  
TAMPA, FLORIDA 33601-3399

MAILING ADDRESS:  
P.O. BOX 11275, TAMPA, FL 33601-1275  
TEL (813) 229-7000 FAX (813) 229-4111

May 31, 1996

AUDIT NO. H96000007647

VIA FACSIMILE

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Miami Property Management, Inc.

Gentlemen:

Please accept this letter as confirmation of an electronic filing of the Articles of Incorporation of Miami Property Management, Inc. Attached are the Articles of Incorporation and the computer confirmation of the electronic filing.

Thank you for your attention to this matter.

Sincerely,

*Charlene Carpenter*

Charlene Carpenter  
Legal Assistant

/bcc

Attachments

cc: Luis Prats, Esquire

AUDIT NO. H96000007647

10457177.1

SENT BY: CARLTON FIELDS WARD : 5-31-86 12:00PM : CARLTON, FIELDS-  
AUDIT NO. H96000007647 ARTICLES OF INCORPORATION

OF

MIAMI PROPERTY MANAGEMENT, INC.

FILED  
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SECRET  
FBI MIAMI

18 4/ 0

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1 Name. The name of the Corporation shall be **MIAMI PROPERTY MANAGEMENT, INC.** *EFFECTIVE DATE 5/30/86*

Article 2 Address. The address of the principal office and mailing address of the Corporation is: 220 West 57th Street, Hialeah, Florida 33012.

Article 3 Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1,000 common shares. Such shares shall have a par value of \$1.00 per share.

Article 4 Initial Registered Office and Agent. The name and street address of the initial Registered Office of the Corporation is Luis Prats, c/o Carlton, Fields, et al, One Harbor Place, 4th Floor, Tampa, Florida 33601.

Article 5 Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Felipe A. Prats

2941 Southwest 6th Street  
Miami, FL 33135

Article 6 Incorporators. The name and address of each Incorporator is as follows: Luis Prats c/o Carlton, Fields, et al, One Harbor Place, 4th Floor, Tampa, Florida 33601.

Article 7 Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 8 Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Prepared by: Luis Prats, Esquire  
Carlton Fields  
One Harbour Place  
Tampa, Florida 33602  
Fla. Bar #329096

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**Article 9 Rights of Initial Directors.** Each of the initial Directors shall have the right to be a Director of the Corporation if and as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director if and as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

**Article 10 Bylaws.** The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

**Article 11 Cumulative Voting.** All Shareholders or a voting group of Shareholders designated in the Bylaws are entitled to cumulate their votes for Directors, in accordance with Section 607.0728, Florida Statutes, as amended from time to time.

**Article 12 Commencement of Corporate Existence.** In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

**Article 13 Purposes.** The purposes for which the Corporation is organized are the following:

13.1 To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

13.2 To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 31<sup>st</sup> day of May, 1996.

  
LUIS PRATS

AUDIT NO. H96000007647

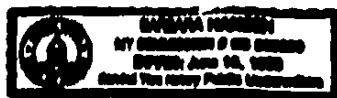
AUDIT NO. H96000007647

STATE OF FLORIDA

COUNTY OF Hillsborough

Before me personally appeared LUIS PRATS to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of May, 1996.

Barbara Hagan  
Notary Public

My commission expires:

(Seal)

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Luis Prats  
LUIS PRATSDate: May 30th, 1996

FILED  
96 MAY 30 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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