

Aug 12 1996 11:00AM FROM Garry Nelson 305 205-1902 TO 10049224000

P.01

0/17
10:00

FLORIDA DIVISION OF CORPORATIONS

ONLINE ACCOUNT STATEMENT
ELECTRONIC FILING COVER SHEET

(H96000011141)

TO: DIVISION OF CORPORATIONS
(904) 487-3400

FAX #:

FROM: GARRY NELSON
07316000110

ACCT NUMBER:

CONTACT: GARRY NELSON
PHONE: (305) 374-2002

FAX #:

(305) 205-1902

NAME: CREMONA DEVELOPMENT CORPORATION

AUDIT NUMBER.....H96000011141

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

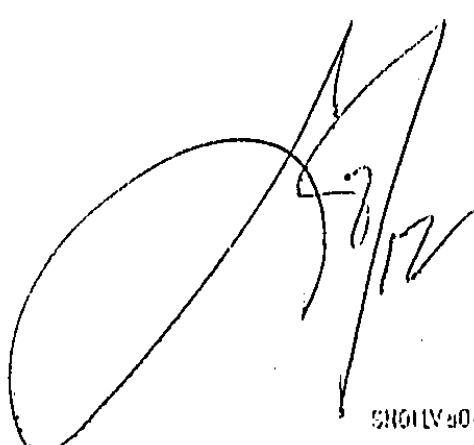
** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

96 AUG 12 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DIVISION OF CORPORATIONS

96 AUG 12 AM 11:30

RECEIVED

FAX audit number H96000011141

**ARTICLES OF INCORPORATION
OF
CREMONA DEVELOPMENT CORPORATION**

FILED
96 AUG 12 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME & PLACE OF BUSINESS**

The name of the Corporation is CREMONA DEVELOPMENT CORPORATION. The principal place of business and mailing address of the Corporation is 11440 N. Kendall Dr. Suite 201, Miami, Florida 33176.

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be 1,500 shares of voting common stock, having an individual par value of \$0.01.

**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 801 Brickell Avenue, Suite 929, Miami, Florida 33131. The initial Registered Agent at that address is Michael Joseph Liberatore.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one member, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

FAX audit number H96000011141

Garry Nelson
801 Brickell Ave., 9th Floor (305) 374-2002
Miami FL 33131 - FL Bar No. 717266

FAX audit number H96000011141

The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

NAME(S)

Artur Maranhão

ADDRESS

7804 W. Drive
Unit 808
North Bay Village, Fla. 33141

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Michael J. Liberatore, 601 Brickell Avenue, Suite 828, Miami, FL 33131.

**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of August, 1996.

Michael J. Liberatore
Michael J. Liberatore, Incorporator

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for CREMONA DEVELOPMENT CORPORATION, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

Michael J. Liberatore
Michael Joseph Liberatore, Registered Agent

FILED
JUL 12 4:13
CLERK OF DISTRICT COURT
STATE OF FLORIDA

FAX audit number H96000011141