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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255
FAX #: (305)541-3770

CAME: GABLES ON THE GREEN HOLDINGS, INC.
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ARTICLES OF INCORPORATION
OF
GABLES ON THE GREEN HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is **GABLES ON THE GREEN HOLDINGS, INC.** and its mailing address is c/o Oscar Roger, 800 Douglas Road, Suite 225, Coral Gables, Florida 33134.

ARTICLE II
NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

Fred A. March, Esquire
Florida Bar No. 261637
Greenberg Traudt
1231 Brickell Avenue
Miami, Florida 33131
(305) 479-0545

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**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 10,000.00 shares of \$.01 par value common stock, which shall be designated "Common Shares."

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is c/o Greenberg, Traurig Hoffman, Lipoff, Rosen & Quercia, P.A., 1221 Brickell Avenue, Miami, Florida 33133 and the name of the initial registered agent of this Corporation is Pedro A. Martin, Esq.

**ARTICLE VI
INITIAL DIRECTORS**

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>Address</u>
Oscar Roger	800 Douglas Road, Suite 225, Coral Gables, Florida 33134.

**ARTICLE VII
DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

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**ARTICLE IX
CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

**ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

**ARTICLE XI
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

**ARTICLE XII
DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**ARTICLE XIII
INDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a

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party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE XIV
INCORPORATOR**

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

Pedro A. Martin, Esq.

Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quental, P.A.
1221 Brickell Avenue
Miami, Florida, 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21st day of September, 1996.


Pedro A. Martin, Esquire

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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

NOTARY PUBLIC
SEAL OF OFFICE:

) On this the 27th day of September, 1996, before me, the
) undersigned Notary Public of the State of Florida,
) personally appeared Pedro A. Marth, Esq., and whose
name is subscribed to the within instrument, and
he acknowledges that he executed it.

WITNESS my hand and official seal.

Marta R. De Armas

NOTARY PUBLIC, STATE OF FLORIDA

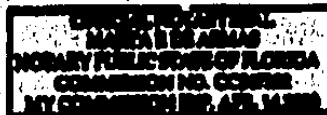
Marta R. De Armas

Print or Type Name of Notary Public

My Commission Expires:

Personally known to me, or
 Produced Identification: Driver's License

DID take an oath, or DID NOT take an oath.



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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

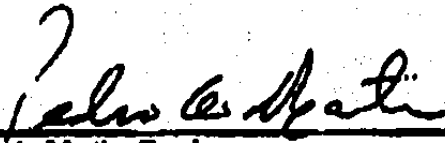
WITNESSETH

That **GABLES ON THE GREEN HOLDINGS, INC.**, desiring to organize under the laws of the State of Florida, has named **Pedro A. Martia, Esq., Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quental, P.A.**, 1221 Brickell Avenue, Miami, Florida 33131, 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, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0909, Florida Statutes.

Dated this 24th day of September, 1996.


Pedro A. Martia, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA

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