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TALLAHASSEE, FL 32310-2607  
TEL: 904-222-0001  
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P96000093501



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 155029 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizzuto*

ORDER DATE : November 14, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 155029-005

700002004987--2

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: VILLA ALEGRE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED  
96 NOV 14 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 NOV 14 PM 12:21  
DIVISION OF CORPORATIONS

11-15-96  
KR

**ARTICLES OF INCORPORATION**

**OF**

**VILLA ALEGRE, INC.**

FILED  
96 NOV 14 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is VILLA ALEGRE, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is VIP SAL 1279, P.O. Box 025364, Miami, Florida 33102.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>
1,000	\$01	common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until her successors are duly elected and qualified is:

Beatriz Vilanova  
VIP SAL 1279  
P.O. Box 025364  
Miami, FL 33102

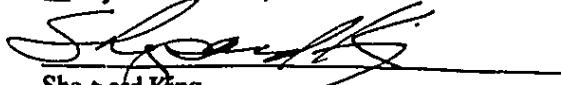
#### ARTICLE VII

The name of the Incorporator is Shep ard King and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13 day of November, 1996.

  
Shep ard King  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of VILLA ALEGRE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

**CORPORATION SERVICE COMPANY**

By: Patricia Pizzuto  
Patricia Pizzuto, Registered Agent

DATED: November 14, 1996.

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