

P97000000933

Burd
Powe
Legal
ATTORNEYS AT LAW

601 BRICKELL KEY DRIVE, SUITE 500, MIAMI, FLORIDA 33131
TELEPHONE: 305 374-3100 / FAX: 305 374-3161
E-MAIL (INITIAL & LAST NAME)@BDMLAW.COM

600002042756--7
-01/02/97--01004--009
****122.50 ****122.50

December 26, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
96 DEC 31 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Filing Articles of Incorporation of
MARIVIS PROPERTIES, INC.

Sir or Madam:

Enclosed please find an original and 1 copy of the Articles of Incorporation of MARIVIS PROPERTIES, INC. along with a check totalling \$122.50 payable to the Secretary of State. Please file same and submit to us a certified copy of the articles in the attached pre-stamped, self-addressed envelope.

Should you have any questions, please call.

Sincerely,

Luis E. Diaz
Luis E. Diaz, Esq.

Enclosures

led\articles.ltr

FILED

96 DEC 31 PM 12:22

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MARIVIS PROPERTIES, INC.**

ARTICLE I

The name of the corporation is Marivis Properties,

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

ARTICLE V

The street address of the principal place of business and the initial registered office of the corporation is 601 Brickell Key Dr., Suite 500, Miami, Florida 33131, and the initial registered agent of the corporation at that address is LUIS E. DIAZ. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than five.

ARTICLE VII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly

or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE XI

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

The name and street address of the incorporator signing these articles is:

Name	Address
LUIS E. DIAZ	601 Brickell Key Dr. Suite 500 Miami, Florida 33131

ARTICLE XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLES XIII

The approval of the shareholders of this corporation to any plan or merger shall be required in every case whether or not such approval is required by law.

ARTICLE XIV

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

EXECUTED at Miami, Florida, this 26 day of December, 1996.

Luis E. Diaz

LUIS E. DIAZ

STATE OF FLORIDA)
) ss:
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared LUIS E. DIAZ, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of MARIVIS PROPERTIES, INC. and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 26th day of December, 1996.

Linda R. Buckley

Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

MARIVIS PROPERTIES, INC., desiring to organize under the laws of the State of Florida, hereby designates LUIS E. DIAZ its registered agent and 601 Brickell Key Dr., Suite 500, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Luis E. Diaz

LUIS E. DIAZ

LED\articles

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 DEC 31 PM 12: 22

FILED