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RASCO & REININGER, P.A.

FAX NO. 305 2671787

P. 01/07

1/23/97

FLORIDA DIVISION OF CORPORATIONS  
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((H97000001355 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: RASCO & REININGER  
CONTACT: CARLOS A GATO  
PHONE: (305) 261-0500

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NAME: GUERRA GROUP, INC.

AUDIT NUMBER.....H97000001355

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

CERT. OF STATUS..0

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B. REGISTER JAN 24 1997

Audit No. H97000001355

**ARTICLES OF INCORPORATION  
OF  
GUERRA GROUP, INC.**

The undersigned, acting as incorporator of GUERRA GROUP, INC.,  
under the Florida Business Corporation Act, adopts the following  
Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

**GUERRA GROUP, INC.**

and the principal place of business is:

8440 S.W. 58 STREET  
MIAMI, FLORIDA 33143

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of  
filing of these Articles of Incorporation.

Prepared by: RAMON E. RASCO, ESQ.  
RASCO & REININGER, P.A.  
5200 Blue Lagoon Drive  
Suite 700  
Miami, Florida 33126  
(305) 261-0500  
Bar No.: 224707

Audit No. H97000001355

Audit No. 49700000/355**ARTICLE III. PURPOSE**

This corporation is formed for the purpose of investing in real estate businesses and ventures and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

Audit No. H97000001351**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

JORGE GUERRA  
MARTHA B. GUERRA  
8440 S.W. 58 STREET  
MIAMI, FLORIDA 33143

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

RAMON E. RASCO, ESQ.                      5200 Blue Lagoon Drive  
Suite 700  
Miami, Florida 33126

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended

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prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law. Notwithstanding the foregoing, Articles IX, X and XI of these Articles of Incorporation shall not be amended, restated, or modified without the express written consent of the Board of Directors of Century Enterprises Group, Inc., a Florida corporation, the General Partner of Century Partners Group, Ltd., a Florida limited partnership.

**ARTICLE X.**

**RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE OR TRANSFER OF SHARES**

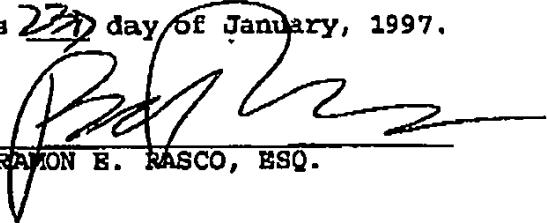
THE ISSUANCE, SALE, ASSIGNMENT, TRANSFER, PLEDGE OR OTHER DISPOSITION OF THE SHARES OF STOCK BY THE CORPORATION OR ANY OF ITS STOCKHOLDERS, WHETHER VOLUNTARY OR BY OPERATION OF LAW, IS SUBJECT TO TRANSFER RESTRICTIONS MORE PARTICULARLY DESCRIBED IN THE LIMITED PARTNERSHIP AGREEMENT OF CENTURY PARTNERS GROUP, LTD., ENTERED INTO BY AND AMONG CENTURY PARTNERS GROUP, LTD. AND ITS PARTNERS, A COPY OF WHICH IS ON FILE IN THE OFFICES OF THE CORPORATION. ANY UNAUTHORIZED TRANSFER SHALL BE VOID AND INEFFECTUAL AND SHALL NOT OPERATE TO TRANSFER ANY INTEREST OR TITLE TO THE PURPORTED TRANSFEREE OF THE SHARES.

Audit No. H9700000/355ARTICLE XI. CERTIFICATE ENDORSEMENT

On or before the issuance, sale, or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Limited Partnership Agreement entered into by and among Century Partners Group, Ltd. ("Century") and its partners, a copy of which is on file in the records of Century. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement."

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of January, 1997.

  
RAMON E. RASCO, ESQ.

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for GUERRA GROUP, INC.  
in the foregoing Articles of Incorporation, we hereby agree to  
accept service of process for said corporation and to comply with  
any and all statutes relative to the complete and proper  
performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

By: 

Ramon E. Rasco, President

corp/cscma.art

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