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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 493764 87551A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 12, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 493764-005

CUSTOMER NO: 87551A

000002264730--9

CUSTOMER: Joan V. Dalie, Legal Asst  
LAWRENCE B. JURAN, PA

Suite 100  
1200 Corporate Center Way  
Wellington, FL 33414

DOMESTIC FILING

NAME: DE GUARDIOLA DEVELOPMENT  
VENTURES, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 AUG 12 PM 12:22  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
97 AUG 12 AM 11:21  
DIVISION OF CORPORATION

SN AUG 12 1997

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ARTICLES OF INCORPORATION  
OF  
DE GUARDIOLA DEVELOPMENT VENTURES, INC.

**FILED**  
97 AUG 12 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be: **de Guardiola Development Ventures, Inc.**

ARTICLE III  
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 2111 Military Trail, Jupiter, Florida 33458. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE IIII  
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue a total of 20,000 shares of common stock, par value \$0.001 per share, of which 10,000 shares shall be Class A voting common stock and 10,000 shares shall be Class B nonvoting common stock.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of voting common stock owned.

That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

(c) With the exception of voting rights, each share of common stock shall have the same characteristics regardless of class.

#### ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

#### ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is LAWRENCE B. JURAN. The street address of the initial registered agent of this corporation is 1200 Corporate Center Way, Suite 202, Wellington, Florida 33414.

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

George de Guardiola  
2111 Military Trail  
Jupiter, FL 33458

Abraham D. Gosman  
777 S. Flagler Drive, Suite 1000  
West Palm Beach, FL 33401

Bruce A. Rendina  
1200 Corporate Center Way  
Suite 100  
Wellington, FL 33414

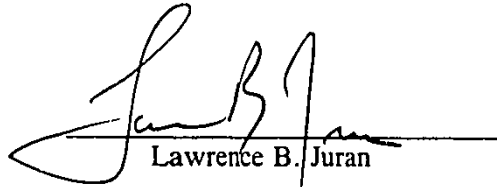
ARTICLE VIII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles is Lawrence B. Juran, 1200 Corporate Center Way, Suite 100, Wellington, Florida 33414.

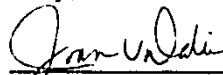
The undersigned has executed these Articles of Incorporation this 23<sup>rd</sup> day of July, 1997.

  
Lawrence B. Juran

STATE OF FLORIDA       )  
                                      ) SS.  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence B. Juran, known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 23 day of July, 1997.



Notary Public  
State of Florida at Large

My Commission Expires:



Joan V. Dalia  
MY COMMISSION # CC850220 EXPIRES  
July 8, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

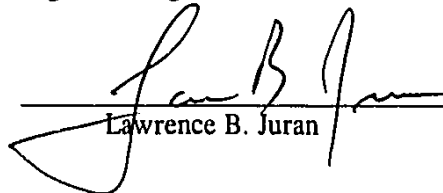
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **de Guardiola Development Ventures, Inc.**
2. The name and address of the registered agent and office is: **Lawrence B. Juran, 1200 Corporate Center Way, Suite 202, Wellington, Florida 33414.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED CORPORATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED CORPORATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

Dated: July 23, 1997

Registered Agent:

  
Lawrence B. Juran

FILED  
97 AUG 12 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA