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October 2, 1997

Via Federal Express

Ms. Gretchen Harvey  
Registration Section  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: *Club Kendall, Inc.*  
*Club Kendall, Ltd.*

Dear Gretchen:

Enclosed please find the Articles of Incorporation of Club Kendall, Inc. to be filed with the Secretary of State, along with our firm's check in the amount of \$122.50 to cover the cost of same.

Enclosed you will also find the Certificate of Limited Partnership of Club Kendall, Ltd. to be filed with the Secretary of State, along with our firm's check in the amount of \$150.50 to cover the cost of same. Please note that Club Kendall, Inc. is the general partner of Club Kendall, Ltd., therefore it must be incorporated first.

Please process these as soon as possible - we have a closing involving these entities early next week. We would appreciate it if you would fax us confirmation that these entities have been created. Our fax number is (305) 221-5321.

Thank you very much for your assistance in this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
CLUB KENDALL, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: CLUB KENDALL, INC.

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

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

**ARTICLE IV**

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

*Document Prepared By:  
Ivette Halphen Leon, Esq.  
Florida Bar No.: 981834  
Alayon & Peña, P.A.  
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(305) 221-2110*

B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

#### ARTICLE V

The initial registered agent of the corporation and his street address:

**A & P Registered Agent, Inc.**  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 226  
Miami, Florida 33175

#### ARTICLE VI

The principal business address of the of the corporation shall be:

8570 N.W. 3<sup>rd</sup> Lane  
Unit 205  
Miami, Florida 33126

#### ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

Name

Address

Adolfo Navarro

8570 N.W. 3<sup>rd</sup> Lane  
Unit 205

Miami, Florida 33126

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

**ARTICLE VII**

The name and address of the incorporator of the corporation is:

| <u>Name</u>    | <u>Address</u>   |
|----------------|--|
| Adolfo Navarro | 8570 N.W. 3 <sup>rd</sup> Lane<br>Unit 205<br>Miami, Florida 33126 |

Executed at Miami, Florida on October 2, 1997.

Incorporator

*A. Navarro*  
ADOLFO NAVARRO

STATE OF FLORIDA     )  
                                  ) ss.:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of October, 1997 by ADOLFO NAVARRO, a resident of the State of Florida, who is personally known to me or who has produced his Florida Drivers License as identification.

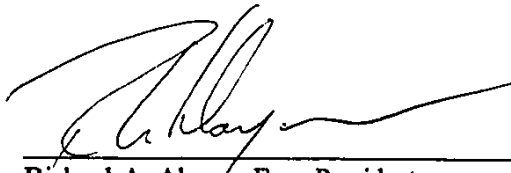
*[Signature]*  
Notary Public  
State of Florida at Large

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of KENDALL CLUB, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.



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Richard A. Alayon, Esq., President  
A & P Registered Agent, Inc.

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