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| 25. Biscay  | Marss Name (1)  Address  | SECRETARY OF STATE<br>TALLAHASSEE, FLORIDA   |
| Milmi FC<br>City/State/Zip  | 305-358-2000<br>Phone #  | Office Use Only  |
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## STATE FLORIDA ARTICLES OF INCORPORATION OF LA AMISTAD, INC.

FILED 97 OCT 27 AM II: 52

SECRETARY OF STATE
TALLAHASSEE FLORIDA
The undersigned, acting as incorporator of a corporation under the Florida RIDA
General Corporation Act, adopts the following Articles of Incorporation for such corporation:

- 1. The name of the Corporation is: La Amistad, Inc.
- 2. The period of its duration is perpetual.
- The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
- 4. The corporation shall have authority to issue 100 shares, all of one class, \$1.00 par value.
- The address of its principal place of business is 11180
   W. Flagler Street, Suite 10, Miami FL 33174.
- 6. The initial registered agent of the corporation is David

  Everett Marko, One Biscayne Tower, 2 South Biscayne

  Boulevard, Suite 2600, Miami, Florida 33131.
- 7. The number of directors constituting its initial board of directors is two (2). The name and address of the director of this Corporation, who shall hold office for the first corporate year or until his successor is chosen is:

La Amistad, Inc. Articles October 21, 1997 Page -2-

Dr. Bruno Lo-Presti 11180 W. Flagler Street Suite 10 Miami FL 33174

President, Secretary Treasurer

Ernesto Sanchez 6450 S.W. 20th Terrace Miami, Florida 33174

Vice-President

- The name and address of the incorporator is David Ever-8. ett Marko, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131.
- Where shareholder approval is required for any action, 9. each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.
- 10. The business and affairs of the Corporation shall be managed by the shareholders and the Board of Directors.

DATED this 15th day of October, 1997.

**David Everett Marko** 

Incorporator

La Amistad, Inc.: Articles October 21, 1997 Page -3FILED 97 DCT 27 AM:II: 52 SECRETARY:OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

La Amistad, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, State of Florida, has named David Everett Marko, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131. As REGISTERED AGENT to accept service of process within this state.

## ACCEPTANCE OF REGISTERED AGENCY

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

David Everett Marko Registered Agent