

P97000109211



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 654824 . 5010346  
*Patricia Pizut*

AUTHORIZATION :

COST LIMIT : \$ 120.00

ORDER DATE : December 31, 1997

ORDER TIME : 12:22 PM

ORDER NO. : 654824-005

CUSTOMER NO: 5010346

CUSTOMER: John S. Tenenholtz, Esq  
JOHN S. TENENHOLTZ P.A.

Suite 0-305  
520 Brickell Key Drive  
Miami, FL 33131

700002387687--6

DOMESTIC FILING

NAME: DORSET PROPERTY FLORIDA, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

EFFECTIVE DATE

11-13-96

FILED  
DEC 31 PM 2:45  
TALLAHASSEE, FLORIDA

FILED  
97 DEC 31 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*4/12-31-97*

**ARTICLES OF INCORPORATION**  
**OF**  
**DORSET PROPERTY FLORIDA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

**EFFECTIVE DATE**

11-13-96

ARTICLE I  
NAME and PRINCIPAL OFFICE

The name of this corporation shall be DORSET PROPERTY FLORIDA, INC., and the principal place of business and mailing address of this corporation shall be: 520 Brickell Key Dr., Suite O-305, Miami, Florida 33131.

ARTICLE II  
DURATION

Pursuant to Section 607.1801 of the Florida Statutes, the date of the commencement of corporate existence of the corporation shall be deemed to be November 13, 1996, the date the corporation commenced its existence (under the name of Dorset Realty C.I. Company) in the Cayman Islands, the jurisdiction in which the corporation was first formed, incorporated, or otherwise came into being, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$ .01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

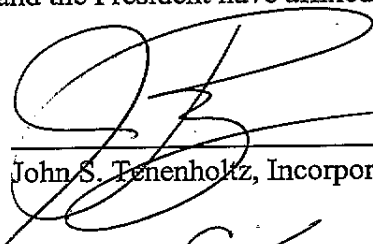
ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

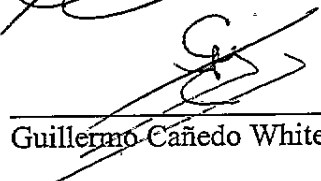
The initial registered office of this corporation shall be at 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be John S. Tenenholtz.

ARTICLE VI  
INCORPORATOR

The name and address of the incorporator is John S. Tenenholtz, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

IN WITNESS WHEREOF, the incorporator and the President have affixed their signatures this 29th day of December, 1997.

  
\_\_\_\_\_  
John S. Tenenholtz, Incorporator

  
\_\_\_\_\_  
Guillermo Cañedo White, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Business Corporation Act, the following is submitted:

That DORSET PROPERTY FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, the corporation named in the said articles, has named JOHN S. TENENHOLTZ of 520 Brickell Key Drive, #O-305, Miami, Florida 33131, as its statutory registered agent to accept service of process within Florida.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for DORSET PROPERTY FLORIDA, INC., as the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes, Section 607.0505.

DATED: December 29<sup>th</sup>, 1997.

  
\_\_\_\_\_  
John S. Tenenholtz

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE


11-13-96

## CERTIFICATE OF DOMESTICATION

The undersigned, Guillermo Cañedo White, as President of Dorset Realty C.I. Company, a non U.S. Corporation (the "Corporation"), in accordance with Florida Statutes, Section 607.1801, does hereby certify:

1. The date on which the Corporation was first formed was November 13, 1996.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was the Cayman Islands.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Dorset Realty C.I. Company.
4. The name of the Corporation as set forth in its articles of incorporation to be filed pursuant to Florida Statutes, Sections 607.0401 and 607.0202 with this Certificate is Dorset Property Florida, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication was the Cayman Islands.

I am the President of Dorset Realty C.I. Company and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 29 day of December, 1997.

  
Guillermo Cañedo White, President  
Authorized Signature

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