

LAW OFFICES  
RUSSO & BAKER, P. A.  
RIVIERA PROFESSIONAL BUILDING, SUITE 301  
4675 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146-2101  
TELEPHONE (305) 665-0414  
FAX (305) 665-4011

LAURA L. RUSSO  
EDMUND P. RUSSO  
RONALD G. BAKER

FILED  
CLERK OF STATE  
CORAL GABLES, FLORIDA

93 JAN 12 PM 2:07

P98000003008

600002374586--6

-12/17/97--01039--009

\*\*\*\*122.50 \*\*\*\*122.50

December 8, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State, State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Name of Corporation: Provence Village in the Grove, Inc.  
Our File No. 97L-569

Dear Sir/Madam:

Enclosed are Articles of Incorporation for Provence Village in the Grove, Inc. which we shall appreciate your filing. Also enclosed is our check in the amount of \$122.50 for the following fees:

\$ 35.00 Filing Fee

\$ 52.50 Certified Copy Fee

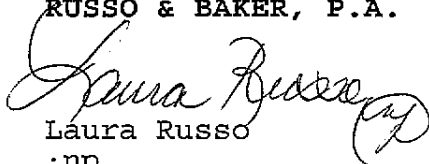
\$ 35.00 Registered Agent Designation Fee

\$122.50 Total Fees

As soon as the Articles have been filed, please certify the enclosed copy and return it to the attention of the undersigned. Should you have any questions or require any additional information please contact me or my assistant Nanette.

Sincerely yours,

RUSSO & BAKER, P.A.

  
Laura Russo

:np  
enclosures

cc: Mr. Carlos R. Rua

RP  
01-12-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 17, 1997

RUSSO & BAKER, P.A.  
4675 PONCE DE LEON BLVD.  
SUITE 301  
CORAL GABLES, FL 33146-2101

SUBJECT: PROVENCE VILLAGE IN THE GROVE, INC.  
Ref. Number: W97000028169

We have received your document for PROVENCE VILLAGE IN THE GROVE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The date of receipt is 12/17/97.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 597A00059353

ARTICLES OF INCORPORATION  
OF  
PROVENCE VILLAGE IN THE GROVE, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **PROVENCE VILLAGE IN THE GROVE, INC.**

ARTICLE II

DURATION

The corporation is have perpetual existence.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business. The principal purpose shall be to own, acquire, sell, lease, mortgage, and hypothecate real estate and all acts necessary and incidental thereto.

ARTICLE IV

STATED CAPITAL

The corporation is authorized to issue 100 shares of common stock of the par value of \$1.00 per share. The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or in services actually performed for the corporation. Share may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

The amount of capital with which the corporation shall begin business shall be no less than \$500.00.

ARTICLE V

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased from time to time in accordance with the bylaws of the corporation. The name and address of the initial director is:

Carlos R. Rua  
841 Andalusia Avenue  
Coral Gables, Florida 33134

98 JAN 12 PM 2:07  
FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

## **ARTICLE VI**

### **PRINCIPAL OFFICE**

The principal office of the corporation shall be:

841 Andalusia Avenue  
Coral Gables, Florida 33134

## **ARTICLE VII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at that office are as follows:

Carlos R. Rua  
841 Andalusia Avenue  
Coral Gables, Florida 33134

## **ARTICLE VIII**

### **NAMES AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is as follows:

Provence Village in the Grove, Inc.  
841 Andalusia Avenue  
Coral Gables, Florida 33134

## **ARTICLE IX**

### **BYLAWS**

The initial bylaws shall be adopted by the Board of Directors.

The power to adopt, alter, amend or repeal the bylaws shall be vested in the board of directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

## **ARTICLE X**

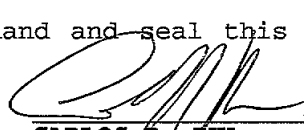
### **AMENDMENT**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

I, the undersigned original subscriber to these Articles of Incorporation do hereby make, subscribe, acknowledge and file these

Articles and certify that the facts stated herein are true and correct.

I hereby set my hand and seal this 4th day of December, 1997.

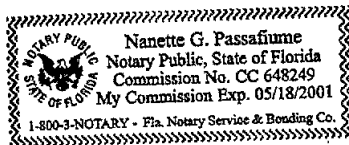
  
CARLOS R. RUA

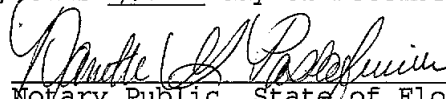
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, on this day personally appeared Carlos R. Rua, the party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles to be his free act and deed, and that the facts stated therein are truly set forth.

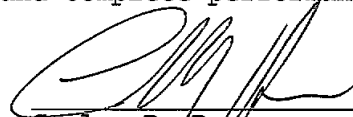
WITNESS my hand and official seal at Coral Gables, said County and State last aforesaid, this 4th day of December, 1997.



  
Notary Public, State of Florida  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PROVENCE VILLAGE IN THE GROVE, INC., 841 Andalusia Avenue, Coral Gables, Florida 33134, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.

  
Carlos R. Rua  
Registered Agent

FILED  
CLERK OF CIRCUIT COURT  
DADE COUNTY  
98 JAN 12 PM 2:07