

P98000003135



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 664968 10808A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

FILED  
98 JAN 12 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 12, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 664968-005

CUSTOMER NO: 10808A

600002397076--1

CUSTOMER: Laura L. Russo, Esq  
RUSSO & BAKER, P.A.

Suite 301  
4675 Ponce De Leon Boulevard  
Coral Gables, FL 33146

DOMESTIC FILING

NAME: BILTMORE ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
98 JAN 12 PM 1:20  
DIVISION OF CORPORATION

DMC  
1-12-98

ARTICLES OF INCORPORATION  
OF  
BILTMORE ASSOCIATES, INC.

FILED  
98 JAN 12 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is BILTMORE ASSOCIATES, INC.

ARTICLE II

This corporation is organized for the following purposes :

Transacting any and all lawful business. The principal purpose shall be to own, acquire, sell, lease, mortgage, develop and hypothecate real estate and all acts necessary and incidental thereto.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of no par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

#### ARTICLE V

The amount of capital with which the corporation will begin business will be no less than \$500.

#### ARTICLE VI

The corporation is to have perpetual existence.

#### ARTICLE VII

The principal office of the corporation will be:

881 Ocean Drive, Unit F8, Key Biscayne, Florida 33149.

#### ARTICLE VIII

The initial street address of the initial registered office of the corporation will be: 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33146 and the name of the initial registered agent of this corporation at that address is LAURA RUSSO.

#### ARTICLE IX

The number of directors of the corporation will not be less than one.

#### ARTICLE X

The names and street address of the members of the first Board of Directors are:

President

Diego Duque  
881 Ocean Drive, Unit F8  
Key Biscayne, FL.33149

Vice President                      Claudia Elena Duque Henao  
881 Ocean Drive, Unit F8  
Key Biscayne, FL. 33149

Secretary                            Elvia H, de Duque  
881 Ocean Drive, Unit F8  
Key Biscayne, FL. 33149

Vice President                      Juan Carlos Duque Henao  
881 Ocean Drive, Unit F8  
Key Biscayne, FL. 33149

#### ARTICLE XI

The name and street address of the persons signing these Articles of Incorporation are as follows:

Diego Duque  
881 Ocean Drive, Unit F8  
Key Biscayne, FL. 33149

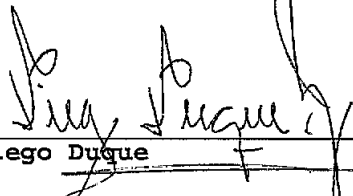
#### ARTICLE XII

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new 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.

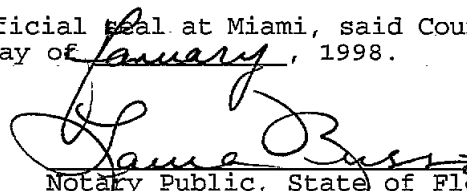
I, the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set my hand and seal, this 8 day of JANUARY, 1998.

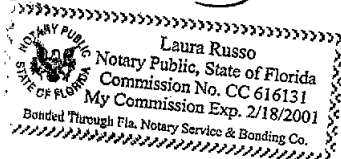
  
\_\_\_\_\_  
Diego Duque

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, on this day, personally appeared **Diego Duque** the party to the foregoing Articles of Incorporation, who is personally known to me or who produced \_\_\_\_\_ as identification and known to me to be the party to the foregoing Articles of Incorporation, 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 Miami, said County State last aforesaid this 8th day of January, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida



\_\_\_\_\_  
Stamped Name of Notary Public

FILED

98 JAN 12 PM 3:43

ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process, I, **LAURA RUSSO**,  
**ASSOCIATES, INC.**, 4675 Ponce de Leon Boulevard, Coral Gables,  
Florida 33146, 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.

  
\_\_\_\_\_  
Laura Russo, Registered Agent