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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FININVEST AMERICA CORPORATION

AUDIT NUMBER.....H98000002468

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES.....6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
FININVEST AMERICA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation is FININVEST AMERICA CORPORATION.

ARTICLE II

EXISTENCE

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

ARTICLE III

PURPOSE

These Articles of Incorporation are intended to reinstate FINIVEST AMERICA CORPORATION, a Florida corporation, which was voluntarily dissolved temporarily on December 15, 1988 (which corporation is hereinafter referred to as the "Original Corporation"). To the extent, however, that the filing of these

Prepared By:
Norman T. Roberts, Esq.
Fl. Bar No. 148802
50 W. Mashta Dr. #2
Key Biscayne, Fl. 33149
(305) 361-1383

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Articles of Incorporation are insufficient as a matter of law to reinstate the Original Corporation, these Articles of Incorporation shall instead serve to create a new corporation which new corporation is established for the purpose of acquiring and exercising certain rights, benefits, protections, and privileges which the Original Corporation as Developer of Key Colony No. 4 Condominium (hereinafter referred to as the "Condominium") was granted pursuant to that certain Declaration of Condominium dated June 13, 1984 and filed for record June 15, 1984 in Official Records Book 12178, at Page 2335 of the Public Records of Dade County, Florida, pursuant to which Declaration the Condominium was established and for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is 240 Crandon Blvd., Suite 212, Key Biscayne, Florida 33149.

ARTICLE V

INITIAL MAILING ADDRESS

The initial mailing address of this corporation shall be: 240 Crandon Blvd., Suite 212, Key Biscayne, Florida 33149.

ARTICLE VI

STOCK

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the

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holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VII

DIRECTORS

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Fritz Scharenberg
240 Crandon Blvd. #212
Key Biscayne, Fl. 33149

ARTICLE VIII

OFFICERS

The corporation shall have such Officers with such duties as provided in the By-laws.

ARTICLE IX

BY-LAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

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ARTICLE XI

AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII

REGISTERED OFFICE

The initial street address of the Corporation's registered office is 240 Crandon Blvd., Suite 212, Key Biscayne, Florida 33149. The initial registered agent for the Corporation at that address is Fritz Scharenberg.

ARTICLE XIII

INCORPORATOR

The names and street address of the person signing these articles of incorporation is:

Fritz Scharenberg
240 Crandon Blvd. #212
Key Biscayne, Florida 33149

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30TH day of January, 1998.


Fritz Scharenberg

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FININVEST AMERICA CORPORATION at the place designated in the Articles of

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Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

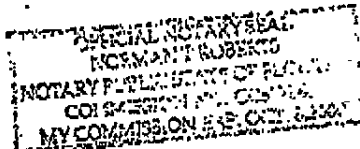
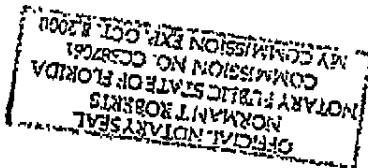
Fritz Scharenberg
Fritz Scharenberg

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 5th day of January, 1998 by Fritz Scharenberg, who is personally known to me Fritz or who has produced _____ as identification.

My Commission Expires:

Notary Public, State of Florida



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