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COHEN, CHASE & OFFMAN

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001  
FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A. ACCT#: 102450002676  
CONTACT: MARY W KURLANSIK  
PHONE: (305) 670-0201 FAX #: (305) 670-6152  
NAME: GUERNSEY DEVELOPMENT OF FLORIDA, INC.  
AUDIT NUMBER.....H98000004105  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF

GUERNSEY DEVELOPMENT OF FLORIDA, INC.

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ARTICLE I - NAME

The name of this corporation is GUERNSEY DEVELOPMENT OF FLORIDA, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

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

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
5,000	\$1.00	Common

This instrument prepared by:  
Herbert Jay Cohen, Esquire  
Florida Bar No. 014481  
Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156  
(305) 670-0201

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ARTICLE V - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at c/o Cohen, Chase & Hoffman, P.A., 9400 S. Dadeland Boulevard, Suite 600, Miami, Florida 33156. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Herbert Jay Cohen, Esquire

STREET ADDRESS OF  
REGISTERED OFFICE9400 S. Dadeland Blvd, Suite 600  
Miami, Florida 33156ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation is:

DIRECTOR

Carolina Gonzalez-Carvajal

ADDRESSc/o Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Blvd, Suite 600  
Miami, Florida 33156ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

NAME

Herbert Jay Cohen, Esquire

ADDRESS9400 S. Dadeland Blvd, Suite 600  
Miami, Florida 33156

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ARTICLE IX - INDEMNIFICATION


This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of February, 1998.

Incorporator:

  
HERBERT JAY COHEN, Esquire

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:

  
HERBERT JAY COHEN, Esquire

RAUSERSPARAFILES GUERNSEY DEVELOP AI

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