

P980000043852

LEIBY CONSTRUCTION LAW FIRM

PROFESSIONAL ASSOCIATION

RICHARD E. GUTTENTAG
LARRY R. LEIBY**
DOUGLAS J. ROBERTS
WILLIAM E. STACEY, JR.
KEVIN J. TAYLOR
DAVID J. VALDINI

PINE ISLAND COMMONS
SUITE 304
8551 W. SUNRISE BOULEVARD
FT. LAUDERDALE, FLORIDA 33322

<http://www.leibylaw.com>

PHONE (954) 382-9199
DADE (888) 382-9199

FAX (954) 382-9063
E-MAIL info@leibylaw.com

**Admitted in Florida and Colorado

May 12, 1998

VIA FEDERAL EXPRESS

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

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-US/15798-01001-014
***122.50 ***122.50

Attn: Barbara

Re: Articles of Incorporation
Stateline-Areda Development, Inc.

Dear Barbara:

Enclosed is the original and a copy of the Articles of Incorporation for Stateline-Areda Development, Inc. for filing with the Secretary of State along with our firm's check in the sum of \$122.50 made payable to the Department of State.

Please file the Articles as soon as possible and forward a stamped copy to my attention along with your invoice for this service using the self-addressed envelope enclosed for your convenience.

As always, thank you for your assistance.

Sincerely,

Tina Schaad
Tina Schaad - Secretary to
DAVID J. VALDINI, ESQ.

TS/me
Enclosures

Dmc
5/14/98

FILED
98 MAY 14 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 14 PM 3:01
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
STATELINE-AREDA DEVELOPMENT, INC.**

FILED

98 MAY 14 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, *FLORIDA BUSINESS CORPORATION ACT* AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

STATELINE-AREDA DEVELOPMENT, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purposes for which this corporation is organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 4970 SW 52 Street, Suite 307, Davie, Florida 33314.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at 4970 SW 52 Street, Suite 307, Davie, Florida 33314.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2) and the name and address of each person who is to serve as a member thereof is as follows:

NAME OF DIRECTOR

ADDRESS

ADELINO AGOSTINHO, JR.

**4970 SW 52 Street, Suite 307,
Davie, Florida 33314**

ARMANDO L. ALONSO

**4970 SW 52 Street, Suite 307,
Davie, Florida 33314.**

ARTICLE VI. CAPITAL STOCK

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

**ONE THOUSDAND (1000) SHARES
of
COMMON STOCK
With a Par Value of \$1.00 Per Share
[the "Common Stock"]**

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less than One Thousand And No/100 (\$1,000.00) Dollars.

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator is as follows:

NAME OF INCORPORATOR

ADDRESS

ADELINO AGOSTINHO, JR.

**4970 SW 52 Street, Suite 307,
Davie, Florida 33314**

ARMANDO L. ALONSO

**4970 SW 52 Street, Suite 307,
Davie, Florida 33314.**

ARTICLE IX. NUMBER OF DIRECTORS

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed, at any time, from the number of directors serving on the initial board of directors.

ARTICLE X. EXERCISE OF CORPORATE POWERS

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

ARTICLE XI. QUALIFICATION AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors, if any, shall be fixed by the board of directors.

ARTICLE XII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of THE STATUTES OF THE STATE OF FLORIDA

ARTICLE XIII. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts inconsistent with Chapter 607, *Florida Business Corporation Act*.

ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action

so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles Of Incorporation may be amended at any time in accordance with the provisions of Chapter 607, *Florida Business Corporation Act*.

ARTICLE XVI. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Chapter 607, *Florida Business Corporation Act*.

ARTICLE XVII. OFFICERS

The officers of this corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

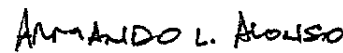
ARTICLE XVIII. DURATION OF CORPORATION EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles Of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 14 day of ~~March~~, 1998.
~~MARCH~~
APRIL

INCORPORATORS:


ADELINO AGOSTINHO, JR.


ARMANDO L. ALONSO

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by ADELINO AGOSTINHO, JR., who is personally known to me ✓ or who has produced _____ as identification and who did not take an oath.

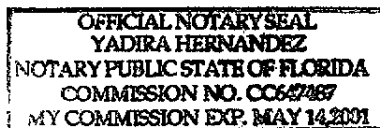
WITNESS my hand and official seal in the County and State last aforesaid this 14
day of ~~March~~, 1998.
APRIL



NOTARY PUBLIC

Printed Name: YADIRA HERNANDEZ

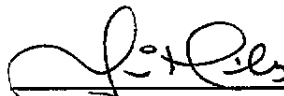
My Commission Expires:



STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by ARMANDO L. ALONSO, who is personally known to me ✓ or who has produced _____ as identification and who did not take an oath.

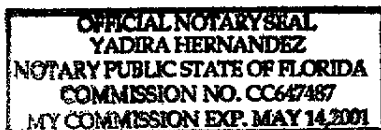
WITNESS my hand and official seal in the County and State last aforesaid this 14
day of ~~March~~, 1998.
APRIL



NOTARY PUBLIC

Printed Name: YADIRA HERNANDEZ

My Commission Expires:



FILED

98 MAY 14 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

*In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:*

That **STATELINE-AREDA DEVELOPMENT, INC.**, a Florida corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, in the City of Davie, Broward County, Florida, has named **ARMANDO L. ALONSO**, located at 4970 SW 52 Street, Suite 307, Davie, Florida 33314, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been so named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Armando L. Alonso

ARMANDO L. ALONSO
Registered Agent