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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: RICARDO MARTINEZ-CID, P.A.
076640001666

ACCT#:

CONTACT: RICARDO MARTINEZ-CID

PHONE: (305)859-7494

FAX #:

(305)858-2513

NAME: UNIT 1703 ONE THOUSAND VENETIAN WAY, INC.

AUDIT NUMBER.....H98000009503

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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98 MAY 20 PM 3:00
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TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000009503 7

ARTICLES OF INCORPORATION OF
UNIT 1703 ONE THOUSAND VENETIAN WAY, INC.

Article I - Name

The name of this corporation is UNIT 1703 ONE THOUSAND VENETIAN WAY, INC.

Article II - Purpose

This corporation is organized to invest, improve, manage, rent, sell and otherwise deal in Florida real estate, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is Unit 1703, Venetian Way, Miami, Florida 33139. The name of the initial Registered Agent of this corporation is Ricardo Martinez-Cid of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is Roberto Goldbaum, of Unit 1703, Venetian Way, Miami, Florida 33139, who will also serve as President, Secretary and Treasurer of this corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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Article VII - Incorporator

The name and address of the person signing these Articles is Ricardo Martinez-Cid of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five days before these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this May 20, 1998.

Ricardo Martinez-Cid

STATE OF FLORIDA)
) SS.
MIAMI-DADE COUNTY)

BEFORE ME, the undersigned Notary Public, personally appeared Ricardo Martinez-Cid, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this May 20, 1998.

NOTARY PUBLIC - STATE OF FLORIDA
RITA M. MARTINEZ-CID
COMMISSION # CC636618
EXPIRES 4/8/2001
BONDED THRU ASA 1-888-NOTARY1

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS TO:

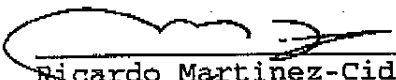
That UNIT 1703 ONE THOUSAND VENETIAN WAY, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, Miami-Dade County, has named Ricardo Martinez-Cid, of 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

UNIT 1703 ONE THOUSAND VENETIAN WAY, INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this May 20, 1998.


Ricardo Martinez-Cid
Registered Agent

FILED
98 MAY 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Ricardo Martinez-Cid
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