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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: EDWARDS REALTY INVESTMENTS OF MIAMI, INC.  
AUDIT NUMBER.....H98000011759  
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Bm 12/4/98

**FREEMAN, BUTTERMAN & HABER, LLP.**  
ATTORNEYS AT LAW

Marco E. Rojas, P.A.

June 24, 1998

**VIA FACSIMILE**  
**1-850-922-4001**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Attn: Bobbie Cox

**Re: EDWARDS REALTY INVESTMENTS OF MIAMI, INC.**

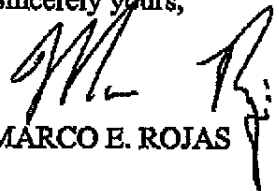
Dear Ms. Cox:

Enclosed herein please find the articles of incorporation of the above referenced corporation to be filed with the Secretary of State. These articles are being filed in order to supersede the articles of incorporation filed for Edwards Realty Investments, Inc. under document H97000019966 issued on December 4, 1997. We understand that the name Edwards Realty Investments, Inc., although initially allowed, is not available. Therefore the articles of incorporation must be refiled with a new name. The incorporation of Edwards Realty Investments of Miami, Inc. shall have been filed as of December 4, 1997, in order to correct this discrepancy.

Once a document number is assigned, the 1998 Annual Report together with \$150.00 filing fee will be sent. Pursuant to our conversation, the 1998 Annual Report shall not incur any penalties as a result of a late filing since we have previously forwarded to you under Edwards Realty Investments, Inc.

Thank you for your assistance in this matter.

Sincerely yours,

  
MARCO E. ROJAS

MER/acg

enclosures

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ARTICLES OF INCORPORATION  
OF

EDWARDS REALTY INVESTMENTS OF MIAMI, INC.

ARTICLE I

NAME

The name of the Corporation is EDWARDS REALTY INVESTMENTS OF  
MIAMI, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:  
MARCO E. ROJAS  
Fla. Bar No. 0940453  
Freeman Buttermann & Haber, LLP.  
520 Brickell Key Drive, 0-305  
Miami, Florida 33131

(305) 374-3800

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ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Marco E. Rojas.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Monica Mazuela, Director, President  
Marco E. Rojas, Vice President

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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Marco E. Rojas,  
520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this December 4, 1997.

  
\_\_\_\_\_  
Marco E. Rojas

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STATE OF FLORIDA )  
COUNTY OF DADE )

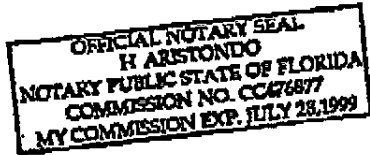
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BEFORE ME, the undersigned authority, personally appeared MARCO E. ROJAS, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this December 4, 1997.

My commission expires:

  
Notary Public - State of Florida



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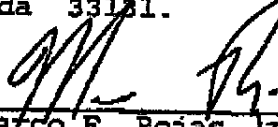
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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


- 1. The name of the corporation is: EDWARDS REALTY INVESTMENTS OF MIAMI, INC.
- 2. The name and address of the Registered agent and office is: Marco E. Rojas, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature:   
 \_\_\_\_\_  
 Marco E. Rojas

Title: Registered Agent

Date: December 4, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:   
 \_\_\_\_\_  
 Marco E. Rojas

Date: December 4, 1997

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