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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

DOWNTOWN WEST OF MAIMI, INC.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 16, 1998

EMPIRE

SUBJECT: DOWNTOWN WEST OF MIAMI, INC.  
REF: W98000021079

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

IT NEEDS TO BE CLEAR IN ARTICLE V WHO IS DESIGNATED AS THE REGISTERED AGENT. THE PREPARER INFORMATION NEEDS TO BE MOVED FURTHER DOWN THE PAGE. IF THE AGENT IS JORGE, THEN HE STILL NEEDS TO BE LISTED IN ARTICLE V, APART FROM THE PREPARER INFORMATION, AS THE REGISTERED AGENT.

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Tracy Augsburger  
Document Specialist

FAX Aud. #: E98000017252  
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ARTICLES OF INCORPORATION  
OF

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DOWNTOWN WEST OF MIAMI, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Statute 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

The name of the corporation is **DOWNTOWN WEST OF MIAMI, INC.**

ARTICLE II

The mailing address of the corporation is:  
4095 SW Ludlam Rd., Miami Florida 33155

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ONE HUNDRED (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The purpose of this corporation shall be to engage in business and matters related to business and other general purpose authorized by Florida Statutes Chapter 607.

ARTICLE V

The initial street address of the corporation's principal office is: 4095 SW LUDLAM RD., MIAMI, FLORIDA 33155.

The Registered Agent for the corporation is:

JORGE GAVIRIA  
9769 S. Dixie Hwy.  
Suite 201  
Miami, Florida 33156

ARTICLE VI

Prepared by: FBN-088659  
Jorge Gaviria  
9769 S. Dixie Hwy #201  
Miami FL 33156  
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The initial Board of Directors shall consist of ONE (1) members. The names and addresses who will serve on the initial

Board of Directors are:

MIGUEL SANCHEZ  
4095 SW LUDLAM RD.  
Miami, Florida 33156

**ARTICLE VII**

The names and addresses of the persons signing these Articles of Incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
JORGE GAVIRIA	9769 S DIXIE HWY. 201 Miami, Florida 33156

**ARTICLE VIII**

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

**ARTICLE IX**

**PREEMPTIVE RIGHT**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares equals at the time of issue bears the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE X**

**MEETING BY CONFERENCE TELEPHONE**

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Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Statute 607.0820(4).

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this September 11, 1998.

  
JORGE GAVIRIA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DOWNTOWN WEST OF MIAMI, INC. as designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).

  
JORGE GAVIRIA

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