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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

WYNWOOD ESTATES, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
WYNWOOD ESTATES, INC.**

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**ARTICLE I
NAME**

The name of the Corporation is WYNWOOD ESTATES, 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.

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation may engage in any activity of 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 Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

**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 of any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 8750 S.W. 122nd Street, Miami, Florida 33176. The registered Agent is Manuel E. Menendez III at 8750 S.W. 122nd Street, Miami, Florida 33176.

Prepared By: Andre N. Chammaz Jr., P.A. CPA
4135 Laguna Street
Suite C
Coral Gables, Florida 33146
(305) 448-9221

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**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 names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

Manuel E. Menendez III

8750 S.W. 122nd Street
Miami, Florida 33176

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Mannel E. Manendez III, 8750 S.W. 122nd Street, Miami, Florida 33176.

**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 gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit 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 the 25th day of November, 1998.

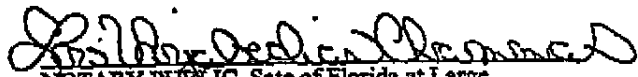


Manuel E. Menendez III

STATE OF FLORIDA)
) : SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 25th day of November, 1998, by Manuel E. Menendez III who is personally known to me and who did not take an oath. She acknowledged before me according to law, that she made and subscribed the same for the purpose therein mentioned and set forth therein.

Prepared By: Andre N. Chammas Jr., P.A.
4135 Laguna Street
Suite C
Coral Gables, Florida 33146
(305) 448-3221


NOTARY PUBLIC, State of Florida at Large
NOTARY: Lori V. Chammas
My Commission Expires:



Lori Varjabedian Chammas
MY COMMISSION # CC743927 EXPIRES
May 18, 2002
BONDED THRU TROY FARM INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, 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: **WYNWOOD ESTATES, INC.**
2. The name and address of the Registered agent is Manuel E. Manendez III, 8750 S.W. 122nd Street, Miami, Florida 33176.


Signature:
Title:
Date:



Registered Agent and Incorporator
November 25, 1998

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:
Date:



November 25, 1998

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