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**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**monaco at kendall, inc.**

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ARTICLES OF INCORPORATION

OF

MONACO AT KENDALL, INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: MONACO AT KENDALL, INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 1401 PONCE DE LEON BLVD., CORAL GABLES, FLA. 33134.

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

PREPARED BY:  
ARMANDO J. BUCALO, JR., ESQ.  
1401 PONCE DE LEON BLVD., PH-1  
CORAL GABLES, FLA. 33134  
(305) 442-1945  
FLA. BAR NO. 280755

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ARTICLE VI

The name and address of the initial registered agent is:  
ARMANDO J. BUCALO, JR., AT 1401 PONCE DE LEON BLVD., CORAL GABLES,  
FLA. 33134.

ARTICLE VII

The name and street address of the incorporator to these  
Articles of Incorporation is:

ARMANDO J. BUCALO, JR.  
1401 PONCE DE LEON BLVD.  
CORAL GABLES, FLA. 33134

ARTICLE VIII

The names and addresses of the members of the first Board of  
Directors is:

ARMANDO J. BUCALO, JR.  
1401 PONCE DE LEON BLVD.  
CORAL GABLES, FLA. 33134

ARTICLE IX

The initial bylaws shall be adopted by the Board of Directors.  
The power to alter, amend or repeal the bylaws or adopt new bylaws  
shall be vested in the Board of Directors. The bylaws may contain  
any provisions for the regulation and management of the affairs of  
the corporation not inconsistent with the Florida General  
Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and  
any one or more of its directors are shareholders, members,  
directors, officers or employees, or in which they are interested,  
shall be valid for all purposes, notwithstanding the presence of  
the director or directors at the meeting of the Board of Directors  
of the corporation that acts upon, or in reference to the contract  
or transaction, and notwithstanding his or her participation in the  
action, if the fact of such interest shall be disclosed or known to  
the board of directors, the interested director is to be counted in  
determining whether a quorum is present and to be entitled to vote  
on such authorization or ratification.

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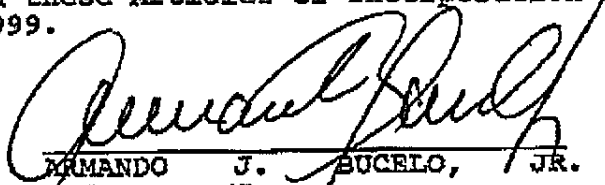
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this 22TH day of JANUARY, 1999.

  
ARMANDO J. BUCEJO, JR.  
INCORPORATOR

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

Pursuant to the provisions of section 617.0501, 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.

First that, MONACO AT KENDALL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named ARMANDO J. BUCALO, JR. located at 1401 PONCE DE LEON BLVD. CORAL GABLES, FLORIDA 33134, as its agent to accept service of process within this State.

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 AGREE 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

  
Registered Agent

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