

P99000032366



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 194836 89463A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Puyat*

ORDER DATE : April 6, 1999

ORDER TIME : 10:44 AM

ORDER NO. : 194836-005

CUSTOMER NO: 89463A

900002830729--7

CUSTOMER: Ms. Irene Reed  
BAY TITLE COMPANY  
BAY TITLE COMPANY  
Second Floor  
2450 N.e. Miami Gardens Drive  
Miami, FL 33180

DOMESTIC FILING

NAME: ORANGE SUN TOWERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

703  
W99-8342

FILED  
SECRETARY OF STATE  
OVERSIGHT CORPORATION  
99 APR -5 PM 5:24

RECEIVED

99 APR 11:25



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 APR -6 PM 5:24

April 7, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RECEIVED**

Reseive original  
Submission date as file date.

SUBJECT: ORANGE SUN TOWERS, INC.  
Ref. Number: W99000008342

We have received your document for ORANGE SUN TOWERS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Article VI states there will be TWO director(s), whereas ONE is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 599A00017606

RECEIVED  
99 APR -8 PM 2:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 APR -6 PM 5:24

ARTICLES OF INCORPORATION  
OF  
ORANGE SUN TOWERS, INC.

ARTICLE I

The name of the corporation is Orange Sun Towers, Inc.

ARTICLE II

The main purpose of the corporation is to invest in real estate properties. Notwithstanding the foregoing, the corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 2,000 shares of common stock having a par value of \$0.01 per share. Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

#### ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

#### ARTICLE V

The street address of the principal place of business of the corporation is 301 86th Street, Miami Beach, Florida 33141. The Board of Directors may, from time to time, move the principal office to any other address.

#### ARTICLE VI

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than five.

The names and post office address of the initial Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation and the laws of this State of Florida, shall hold office the first year of this corporation's existence, or until their successors are elected and have been qualified, are:

1. Alberto Federico Colombano  
301 86th Street  
Miami Beach, Florida 33141

#### ARTICLE VII

The names and post office address of each person signing these Articles is:

1. Alberto Federico Colombano  
301 86th Street  
Miami Beach, Florida 33141

#### ARTICLE VIII

The names and post office address of the officers of this corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

1. - Alberto Federico Colombano  
301 86th Street  
Miami Beach, Florida 33141

#### ARTICLE IX

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

#### ARTICLE X

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### ARTICLE XI

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### ARTICLE XIV

The approval of the shareholders of this corporation to any plan or merger shall be required in every case whether or not such approval is required by law.

#### ARTICLE XV

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XVI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

EXECUTED at Miami, Florida, this 5<sup>TH</sup> day of APRIL,

1999.

ALBERTO FEDERICO COLOMBANO

Print Name:

ALBERTO FEDERICO COLOMBANO

STATE OF FLORIDA )

) ss:

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared ALBERTO FEDERICO COLOMBANO, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of ORANGE SUN TOWERS, INC., and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 5<sup>TH</sup> day of

APRIL, 1999.

Rene Cabrera  
Notary Public, State of Florida

My Commission Expires:



Rene Cabrera

My Commission CC779104

Expires September 29, 2002

CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 PM 5:24

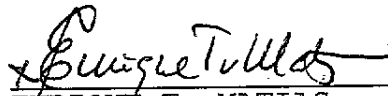
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

ORANGE SUN TOWERS, INC., desiring to organize under the laws of the State of Florida, hereby designates ENRIQUE T. MATIAS its registered agent and 757 West 53rd Street, Hialeah, Florida 33012 as its registered office.

ACCEPTANCE


Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

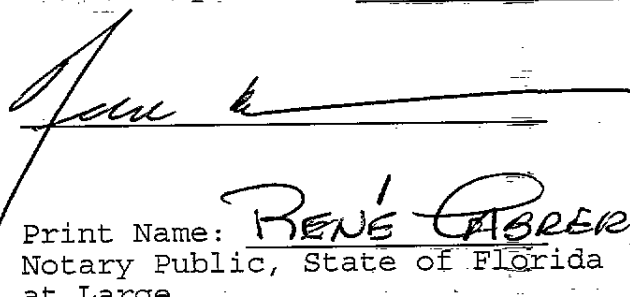
  
ENRIQUE T. MATIAS

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of APRIL, 1999 by ENRIQUE T. MATIAS. I relied upon the following form of identification of the above named persons: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

 Rene Cabrera  
Commission CC779104  
Expires September 29, 2002  
My Commission CC779104  
Expires September 29, 2002

  
Print Name: RENE CABRERA  
Notary Public, State of Florida  
at Large