

# PO5000054104

Florida Department of State  
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STATE DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

### AKERO HOLDINGS, INC.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
AKERO HOLDINGS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is AKERO HOLDINGS, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation are 800 Douglas Road, Penthouse, Coral Gables, Florida 33134.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Stearns Weaver Miller Weissler Alhadeff & Sitterson, PA.	c/o Francisco J. Menendez, Esq. 150 West Flagler Street, Suite 2200 Miami, Florida 33130

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ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Juan Carlos Mas	800 Douglas Road, Penthouse Coral Gables, Florida 33134
Jorge Mas	800 Douglas Road, Penthouse Coral Gables, Florida 33134
Jose R. Mas	800 Douglas Road, Penthouse Coral Gables, Florida 33134

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Francisco J. Menendez, Esq.	150 West Flagler Street, Suite 2200 Miami, Florida 33130

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ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

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TALLAHASSEE, FLORIDA

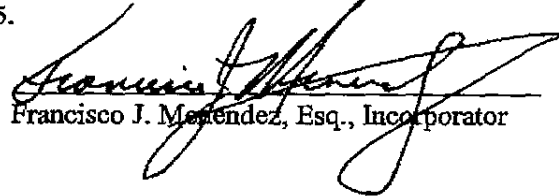
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12<sup>th</sup> day of April, 2005.

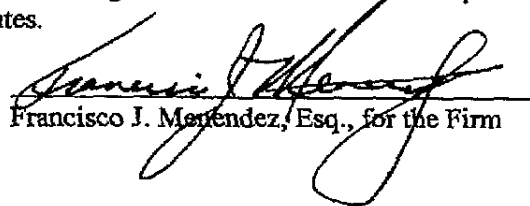
  
Francisco J. Mendez, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and state that the undersigned is familiar with and accepts the obligations of Section 607.0501 of the Florida Statutes.

  
Francisco J. Mendez, Esq., for the Firm

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