

EXHIBIT "C"

ARTICLES OF INCORPORATION

IPANEMA SERVICE CENTER  
CONDOMINIUM ASSOCIATION, INC.

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under and pursuant to Chapter 617 of the Florida Statutes, and do certify as follows:

ARTICLE I

NAME

The name of this corporation shall be IPANEMA SERVICE CENTER  
CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

PURPOSE

The purpose for which the association is organized is to provide an entity pursuant to Chapter 718 of the Florida Statutes (the "Condominium Act"), which shall be responsible for the operation and management of the commercial condominium being established in accordance therewith, to be known as "IPANEMA SERVICE CENTER, A CONDOMINIUM (hereinafter called the "Condominium"), situate, lying and being in Orange County, Florida, and for undertaking the performance of carrying out the acts and duties incident to the administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Condominium Declaration creating the Condominium to be recorded in the Public Records of Orange County, Florida (the "Declaration"); and for owning, operating, leasing, selling, trading and otherwise dealing with such real or personal property as may be necessary or convenient in the administration of said Condominium.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same meaning as in the Condominium Act and the Declaration (except as herein expressly otherwise provided or unless the context otherwise requires); and where a conflict in meanings shall exist, the Declaration shall control.

8. To acquire by purchase, lease or otherwise, Units of the Condominium whether or not offered for sale or lease or surrendered by their Owners to the Association or purchased at foreclosure or other judicial sale; and to sell, lease, mortgage, cast the votes appurtenant to or otherwise deal with Units acquired by, and to sublease the Units leased by, the Association or its designee;
9. To approve or disapprove the sale, mortgage or lease of Units as may be provided by the Declaration and the Bylaws;
10. To employ personnel to perform the services required for proper operation and maintenance of the Condominium;
11. To obtain insurance for the Condominium.

#### ARTICLE V

#### MEMBERS

The members of the Association shall consist of all of the record Owners of fee interests in Units in the Condominium. After the Condominium and the Association shall have been created, change of membership in the Association shall be effected by the recordation in the Public Records of Orange County, Florida, of a deed or other instrument establishing a record title to or fee interest in a Unit in the Condominium and by the delivery to the Association of a certified copy of such instrument; the Owner designated by such instrument shall thereby become a Member of the Association and the membership of the prior Owner of such Unit shall thereby be terminated with respect to that Unit. The share of a Member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit(s) to which such Member has record title or a fee interest.

#### ARTICLE VI

#### VOTING

Voting rights on all matters as to which the membership shall be entitled to vote are as provided in the Declaration and the Bylaws.

#### ARTICLE VII

#### TERM

The Association shall have perpetual existence.

be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary, be held by the same person.

Officers shall be elected or appointed by the Board at its first meeting following each annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The names of the initial officers of the corporation who shall serve until their successors are elected or appointed by the Board are as follows:

NORBERTO R. DUARTE , as President - Treasurer

RAIMUNDO VELOSO, as Vice President

MARIO BRAGA, as Secretary

## ARTICLE XI

### INDEMNIFICATION

No director or officer shall be liable to the Association or to the Members thereof for any mistake of judgment or negligence or otherwise, other than for his own willful misconduct or bad faith. Each director or officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE XII

### BYLAWS

The original Bylaws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided for by the Bylaws.

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAME OF REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

This certificate is submitted in compliance with F. S. §§ 48.091 and 617.0501:

**SERVICE CENTER**

IPANEMA CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, names the following person as its Registered Agent to accept service of process within this State: NORBERTO RODRIGUES DUARTE, 7751 Kingspointe Pkwy, Suite 127, Orlando, Florida 32819.

Acknowledgment

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.

DATED this 4<sup>th</sup> day of February, 2004.

  
NORBERTO RODRIGUES DUARTE

7751 Kingspointe Pkwy, Suite 127

Orlando, Florida 32819