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*PG 600013293*



ACCOUNT NO. : 072100000032

REFERENCE : 843099 4336650

AUTHORIZATION :

COST LIMIT : 0 PPU

ORDER DATE : February 12, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 843099

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq  
BAKER & MCKENZIE

Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

000001712920  
-02/12/96--01047--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

DOMESTIC FILING

NAME: BERNING INVESTMENTS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: T. BROWN FEB 13 1996

FILED RECEIVED  
96 FEB 12 AM 8 34 96 FEB 12 PM 12:09  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BERNING INVESTMENTS, INC.**

**FILED  
96 FEB 12 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I**

**NAME**

The name of this corporation is Berning Investments, Inc. and its mailing address is 701 Brickell Avenue, Suite 850, Miami, Florida 33131-2851.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o PRS International, 701 Brickell Avenue, Suite 850, Miami, Florida 33131-2851, and the name of the initial registered agent of this Corporation at that address is John S. Sullivan.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the directors of this Corporation are:

Javier de Otaduy	701 Brickell Avenue Suite 850 Miami, FL 33131-2851
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**ARTICLE VII**

**DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE VIII**

**VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## ARTICLE IX

### CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

## ARTICLE X

### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## ARTICLE XI

### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

## ARTICLE XII

### DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## ARTICLE XIII

### INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include,

but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

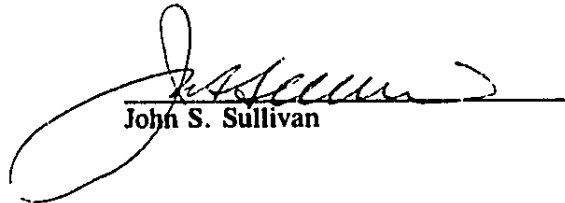
ARTICLE XIV

INCORPORATOR

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

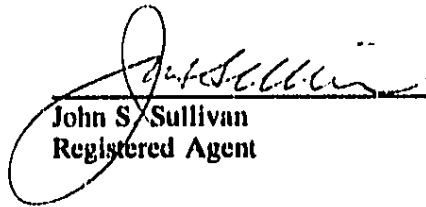
John S. Sullivan  
701 Brickell Avenue  
Suite 850  
Miami, Florida 33131-2851

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7th day of February, 1996.

  
John S. Sullivan

**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for Berning Investments, Inc. at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

  
John S. Sullivan  
Registered Agent

FILED  
96 FEB 12 AM 8 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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