

INCORPORATION INFORMATION
SERVICES, INC.
1201 DAYS STREET
TALLAHASSEE, FL 32311
904-222-9171
904-222-0191 FAX

800-342-8086

CSC networks

Mail To:
P.O. Box 5020
Tallahassee, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 529994 4141A

AUTHORIZATION : *Patricia Pysile*

COST LIMIT : \$ 122.50

ORDER DATE : January 25, 1995

ORDER TIME : 9:42 AM

ORDER NO. : 529994

CUSTOMER NO: 4141A

CUSTOMER: Mr. Maria Feliciano
VALDES-FAULI COBB BISCHOFF &
KRISS
Suite 3400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

8000001 88'9118

DIVISION OF CORPORATION

95 JUN 25 AM 10:27

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DOMESTIC FILING

P95000006606

NAME: ARUBA/PEMBROKE INVESTMENTS,
N. V.

☒ 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: Carol J. Davis

EXAMINER'S INITIALS:

Th
1-25-95
02/A

TALLAHASSEE, FL 32311

95 JUN 25 PM 3:29

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95 JAN 25 3 20
HANDMA/UNADON-CERT

CERTIFICATE OF DOMESTICATION
OF
ARUBA/PEMBROKE INVESTMENTS, N.V.

This document is executed in accordance with §607.1801 of the Florida General Corporations Act. The undersigned, being a Managing Director of ARUBA/PEMBROKE INVESTMENTS, N.V., hereby certifies as follows:

1. ARUBA/PEMBROKE INVESTMENTS, N.V. (the "Corporation") was originally incorporated on November 4, 1994 under the laws of the Netherlands Antilles.

2. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Aruba/Pembroke Investments, N.V.

3. The name of the Corporation as set forth in its Articles of Incorporation filed in Florida is Aruba/Pembroke Investments, N.V., Inc.

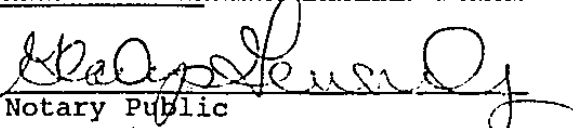
4. The seat of the Corporation immediately prior to the filing of this Certificate of Domestication was the Netherlands Antilles.

ARUBA/PEMBROKE INVESTMENTS,
N.V., a Netherlands
Antilles corporation

By: 
Managing Director

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24th day of January, 1995 by MARK J. SCHEER, as Managing Director of ARUBA/PEMBROKE INVESTMENTS, N.V., who is personally known to me ~~as having produced~~ XXXXXXXXXXXXXXXXXXXX identification


Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 30, 1995
BONDED THRU GENERAL INS. UND.

Gladys Korman
Print Name of Notary

(SEAL)

ARTICLES OF INCORPORATION
OF

ARUBA/PEMBROKE INVESTMENTS, N.V., INC.

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95 JAN 25 PM 3:29
SECRET
FALLA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is ARUBA/PEMBROKE INVESTMENTS, N.V., INC.

The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence as of November 4, 1994, which is the date the corporation commenced its existence in the Netherland Antilles, as provided under §607.1804(4) of the Florida General Corporations Act.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Tower
Miami, Florida 33131
Tel: (305) 376-6097

Florida Bar No.: 0710430

Article IV

Mailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is VALDES-FAULI CORPORATE SERVICES, INC.

Article VII

Directors

(a) Number. This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
RAUL E. VALDES-FAULI	2 South Biscayne Blvd., Sto. 3400 Miami, Florida 33131
MARK J. SCHEER	2 South Biscayne Blvd., Sto. 3400 Miami, Florida 33131
RAUL J. VALDES-FAULI	2 South Biscayne Blvd., Sto. 3400 Miami, Florida 33131

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.
c/o Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

Article XI

Amendment

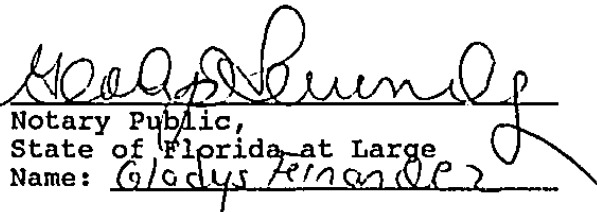
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on January 24th, 1995.


Mark J. Scheer, Esq.

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24th day of January, 1995 by Mark J. Scheer, who is personally known to me.


Notary Public,
State of Florida at Large
Name: Gladys Fernandez

My Commission Expires:

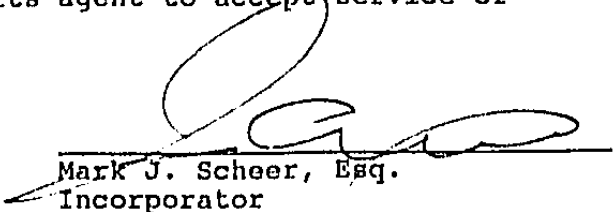
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 30, 1995
BONDED THRU GENERAL INS. UND.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
JAN 25 PM 3:20
TALLAHASSEE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ARUBA/PEMBROKE INVESTMENTS, N.V., INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

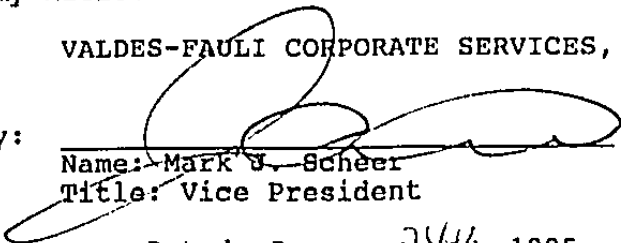

Mark J. Scheer, Esq.
Incorporator

Dated: January 24, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By:


Name: Mark J. Scheer
Title: Vice President

Dated: January 24, 1995