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FLORIDA PROFIT CORPORATION OR P.A.

Seaman, Meriwether, William & Co., Inc.

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ARTICLES OF INCORPORATION

OF

SEAMAN, MERIWETHER, WILLIAM & CO., INC.

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Seaman, Meriwether, William & Co., Inc.

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ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, $0.01 par value per share.

Prepared by:
Ethan W. Johnson, Esq.
Morgan, Lewis & Bockius LLP
200 S. Biscayne Blvd., Suite 5300
Miami, Florida 33131
(305) 579-0300
Florida Bar #0850233

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is Ethan W. Johnson .

ARTICLE V

Incorporator

The name and address of the incorporator are:

Ethan W. Johnson
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is two. Thereafter, the number of directors shall be as provided in the bylaws. The names and addresses of the individual who is to serve as a member of the initial board of directors is:

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Jorge Garcia Garcia

c/o Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131

Elinor Garcia Garcia

c/o Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this ____ day of October, 1999.

Ethan W. Johnson,
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Seaman, Meriwether, William & Co., Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: October __, 1999.

Ethan W. Johnson
Registered Agent

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