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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

Technology Center Of The Americas, Inc.

|                       |         |
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**ARTICLES OF INCORPORATION  
OF  
TECHNOLOGY CENTER OF THE AMERICAS, INC.**

The undersigned, acting as incorporator of **TECHNOLOGY CENTER OF THE AMERICAS, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **TECHNOLOGY CENTER OF THE AMERICAS, INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is 2601 S. Bayshore Drive, Suite 900, Miami, Florida 33133.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

| <u>Name</u>       | <u>Address</u>                                              |
|-------------------|-------------------------------------------------------------|
| L. Jay Cross      | 601 Biscayne Boulevard<br>Miami, Florida 33132              |
| Manuel D. Medina  | 2601 S. Bayshore Drive<br>Suite 900<br>Miami, Florida 33133 |
| Eric S. Woolworth | 601 Biscayne Boulevard<br>Miami, Florida 33132              |
| Michael Katz      | 2601 S. Bayshore Drive<br>Suite 900<br>Miami, Florida 33133 |

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Ronald Albert, Jr., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.


ARTICLE X. SHAREHOLDERS' AGREEMENT

In the event of any conflict between the provisions of these Articles of Incorporation and any agreement entered into by the owners of all of the issued and outstanding shares of the corporation's capital stock or their predecessors in ownership, as among the shareholders, the provisions of such agreement shall take precedence.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on May 15, 2000.

  
Ronald Albert, Jr.,  
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted:

That **TECHNOLOGY CENTER OF THE AMERICAS, INC.**,  
desiring to organize under the laws of the State of Florida with its initial registered  
office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 3000,  
Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its  
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation  
named above, at the place designated in this certificate, the undersigned agrees to  
act in that capacity, to comply with the provisions of the Florida Business  
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 15th day of May, 2000.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: 

Name: Steven H. Hagen

Title: Vice President

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