

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-22-0111

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ACCOUNT NO. : 072100000032

REFERENCE : 826394 4303029

AUTHORIZATION :

COST LIMIT : *Palma 122.50*

ORDER DATE : January 31, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 826394

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CUSTOMER NO: 4303029

CUSTOMER: Ms. Carol A. Piwowarski  
Shaw Pittman Potts &  
2300 N Street, N. W.

Washington, DC 20037

FOREIGN FILINGS

NAME: THE AMERICAS GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

FILED  
96 JAN 31 PM 1:01 96 JAN 31 PM 12:08  
RECEIVED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATION

*2*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

- The Americas Group, Inc.  
d/b/a The Americas Group of Miami, Inc.
1. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. (not yet obtained)  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 29, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.16b, F.S.))
7. One Alhambra Plaza, Suite 620  
Coral Gables, Florida 33143  
(Current mailing address)
8. To provide consulting, financial and investment services with respect to Latin America, and to engage in any other lawful activity.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

**10. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Marcia A. Havner, Asst. Secy.  
(Registered agent's signature)

Marcia A. Havner, Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Howard M. Glicken  
& Sole Director  
Address: One Alhambra Plaza, Suite 620  
Coral Gables, Florida 33143

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: N/A

Address: \_\_\_\_\_

Director: N/A

Address: \_\_\_\_\_

B. OFFICERS

President: Howard M. Glicken

Address: One Alhambra Plaza, Suite 620

Coral Gables, Florida 33143

Vice President: N/A

Address: \_\_\_\_\_

Secretary: Howard M. Glicken

Address: One Alhambra Plaza, Suite 620

Coral Gables, Florida 33143

Treasurer: N/A

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Howard M. Glicken, Chairman  
(Typed or printed name and capacity of person signing application)

Howard M. Glicken, Secretary of The Americas Group, Inc., a corporation duly organized under the laws of the State of Delaware (the "Corporation"), does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of the Corporation, adopted by Unanimous Written Consent on January 30, 1996.

"RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Florida, the Corporation does hereby adopt the alternate name The Americas Group of Miami, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that the Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause the Corporation to use the said alternate name in the transaction of business in the State of Florida."

\_\_\_\_\_  
Howard M. Glicken  
Secretary

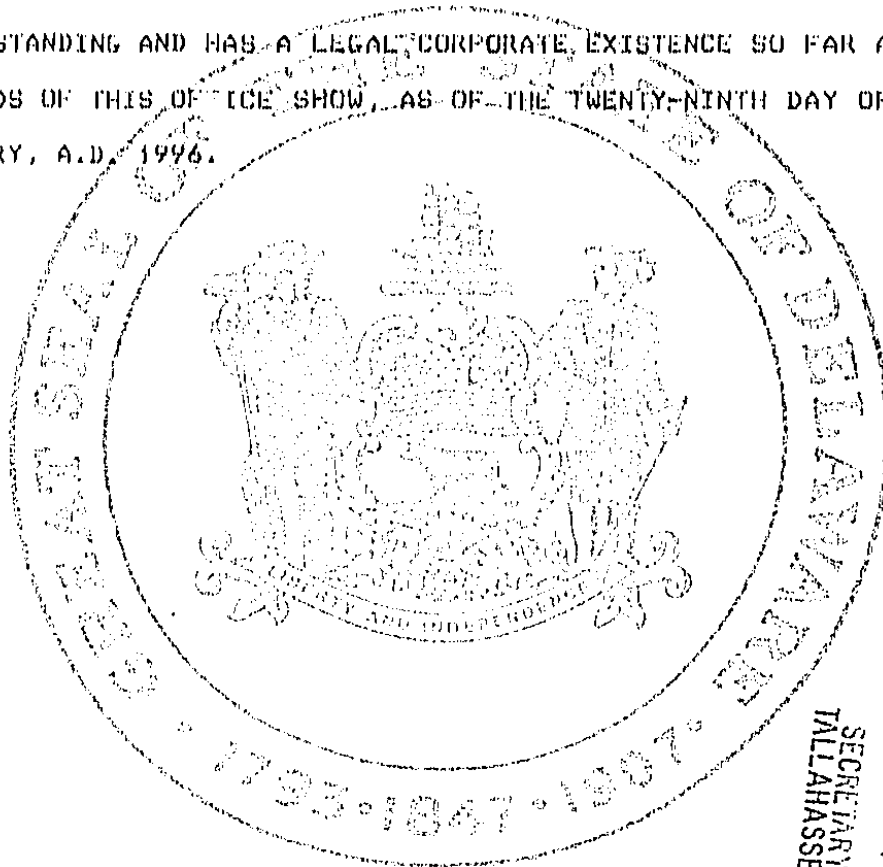
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE AMERICAS GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 1996.



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96 JAN 31 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7807992  
DATE: 01-29-96