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ACCOUNT NO. : 072100000032

REFERENCE : 217222 4330594

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 11, 2001

ORDER TIME : 11:58 AM

ORDER NO. : 217222-005

CUSTOMER NO: 4330594

CUSTOMER: Mr. Giovanni Biscardi
Adorno & Zeder, P.a.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: LAW FIRM OF THE AMERICAS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED
2001 JUL 11 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA
Patricia

900004469609--5

RECEIVED
01 JUL 11 PM 12:53
DIVISION OF CORPORATION

ga
7/11/01

ARTICLES OF INCORPORATION
OF
LAW FIRM OF THE AMERICAS, INC.

FILED
2001 JUL 11 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. - NAME

The name of this Corporation is the: Law Firm of the Americas, Inc.

ARTICLE II. - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article III. - DURATION

The Corporation shall have perpetual existence.


Article IV. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

Suite 1600
2601 South Bayshore Drive
Miami, Florida 33133
Attention: Francisco J. Gonzalez

ARTICLE V. - PURPOSES AND POWERS

A. This Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, this Corporation is organized for the purpose of creating an association exclusively for the benefit of its Members who have a common interest in the practice of law. In furtherance thereof, the Company intends to provide its Members with: (i) a forum in which they can share information and knowledge relating to the practice of law in each Member's country for the use and benefit of other Members; (ii) a means in which the Members can cross-



promote the services of the other Members in other countries; (iii) a "clearinghouse" whereby Members can obtain information regarding legal issues in other countries; and, (iv) any other purpose which benefits the Membership, as may determined by the Board of Directors.

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Florida Statutes, or Sections 509 and 4941, et seq., of the Code.

C. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, Director, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

ARTICLE VI. - MEMBERSHIP

The Corporation shall have Members, but Membership is limited to persons, entities or organizations engaged primarily in the practice of law. The Board of Directors shall determine by a majority vote the requirements and qualifications for Membership. Payments of fees by Members shall be determined by the majority vote of the Board of Directors. Admission to Membership in the Corporation shall be as set forth in the Bylaws. The authorized number, the different classes of Membership, obligations, rights and privileges of Members and the termination of Membership shall be as set forth in the Bylaws.

ARTICLE VII. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of members who shall be elected as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

The name and addresses of the members of the initial Board of Directors are:

Name

Henry N. Adorno

Address

2601 South Bayshore Drive
Suite 2601
Miami, Florida 33133

Francisco J. Gonzalez

2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

Gregory St. John

2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII. - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's Members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(6) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(6). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

ARTICLE IX. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33139 and the initial registered agent of this Corporation at such office shall be Francisco J. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE X. - INCORPORATOR

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

Name

Francisco J. Gonzalez

Address

Suite 1600
2601 South Bayshore Drive
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

7 th day of July, 2001.



Francisco J. Gonzalez, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

FILED

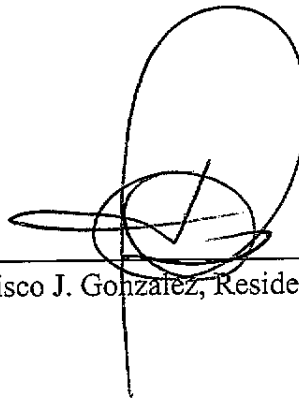
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Law Firm of the Americas, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

Date:

7/10/2001

A handwritten signature in black ink, consisting of a large loop and a cross-like shape, positioned above a horizontal line.

Francisco J. Gonzalez, Resident Agent

344621