

**Mershon  
Sawyer**

**MERSHON, SAWYER, JOHNSTON, DUNWOODY & COLE**  
Miami Office

June 20, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: ARAB CHAMBER OF THE AMERICAS, INC.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50 for the following items:

Articles of Incorporation Fee      \$ 35.00

Designation of and Acceptance  
by Registered Agent                      35.00

Certified Copy of Articles                      52.50

**TOTAL      \$122.50**

800001521758  
-06/23/95--01042--008  
\*\*\*\*122.50 \*\*\*\*122.50

**FROM: INCORPORATOR:**  
Osmond C. Howe, Jr.  
First Union Financial Center  
200 South Biscayne Boulevard  
Suite 4500  
Miami Florida, 33131

MIAMI/86080\_1.DOC

**MIAMI**  
First Union Financial Center  
200 South Biscayne Boulevard  
Suite 4500  
Miami, Florida 33131-2387  
(305) 358-6100  
Fax (305) 376-8654

**NAPLES**  
Pelican Bay Corporate Centre  
5551 Ridgewood Drive  
Suite 501  
Naples, Florida 33963  
(813) 598-1055  
Fax (813) 598-1868

**WEST PALM BEACH**  
Phillips Point East Tower  
777 South Flagler Drive  
Suite 900  
West Palm Beach, Florida 33401  
(407) 659-5990  
Fax (407) 659-6313

**KEY WEST**  
3132 Northside Drive  
Suite 102  
Key West, Florida 33040  
(305) 296-1774  
Fax (305) 296-1715

**LONDON, U.K.**  
Blake Lodge, Bridge Lane  
London SW11 3AD, England  
44-71-878-7748  
Fax 44-71-850-0156

**ARTICLES OF INCORPORATION  
OF  
ARAB CHAMBER OF THE AMERICAS, INC.**

**FILED**  
95 JUN 23 AM 11:35  
CLERK OF CIRCUIT COURT  
IN AND FOR THE STATE OF FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a not for profit corporation under the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of this Corporation shall be ARAB CHAMBER OF THE AMERICAS, INC.

**ARTICLE II.**

**Address of Principal Office**

The address of the Principal Office of the Corporation is

Miami Center  
201 South Biscayne Boulevard  
Suite 106  
Miami, Florida 33131

**ARTICLE III.**

**Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- (a) Serve as a chamber of commerce to promote trade between North, Central and South America and Middle Eastern Nations by making information available to exporters and importers of the respective countries;
- (b) Provide information regarding trade opportunities in Middle Eastern Nations;
- (c) Provide education regarding the laws and regulations that affect trade to and from Middle Eastern Nations;
- (d) Facilitate and assist in obtaining financing of trade transactions between Middle Eastern Nations and businesses operating in North, Central and South American Countries;

- (c) Protect the interests of the Chamber's members vis-a-vis government decisions and other organizations;
- (f) Promote a good image of the Arab businesses with operations in North, Central and South American Countries;
- (g) Organize trade missions to and from Middle Eastern Countries and North, Central and South American Countries;
- (h) Disseminate information concerning the trade needs of Middle Eastern, North, Central and South American Countries;
- (i) Act as a conduit for any action or activity that will enhance the trade between Middle Eastern Countries and North, Central and South American Countries; and
- (j) Engage in such acts and services generally associated with the operation of a multi-national chamber of commerce.

**ARTICLE IV.**  
**Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows:

Osmond C. Howe, Jr.	Mershon, Sawyer et al. 200 South Biscayne Boulevard 45th Floor Miami, Florida 33131
---------------------	--

**ARTICLE V.**  
**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI.**  
**Address of Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation in the State of Florida shall be as follows:

Mershon, Sawyer et al.  
200 South Biscayne Boulevard  
45th Floor  
Miami, Florida 33131

The name of the initial registered agent of the Corporation at the above address shall be as follows:

Osmond C. Howe, Jr.

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

#### **ARTICLE VII. Membership**

The Corporation shall have two classes of Members as follows: A Proprietary Member Class and a General Member Class. The Corporation shall have one (1) Proprietary Member and shall have an unlimited number of General Members, or the number of General Members specified from time to time by the Board of Directors. General Membership qualification, manner of admission, rights, and termination shall be as regulated by the By-Laws.

The Proprietary Member shall have the authority to appoint the Board of Directors of the Corporation, to elect Officers of the Corporation, and shall have all other authority provided by the By-Laws. Upon the Corporations dissolution, the Proprietary Member shall be entitled receive the distribution of any remaining assets after paying or making provision for the payment of all of the liabilities of the Corporation.

General Memberships are non-assignable and non-transferable.

#### **ARTICLE VIII. Number of Directors**

The affairs and business of this Corporation shall be conducted by a Board of Directors or through its duly elected Executive Committee. The Board of Directors shall consist of not less than 3 persons and not more then 15 persons, and shall be appointed by the Proprietary Member. The exact number of Directors and the method of appointment shall be determined by the Proprietary Member.

#### **ARTICLE IX. Initial Board of Directors**

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of members, and thereafter until

their successors are appointed are as follows:

- (1) Najib Tayara:
- (2) Mey Tayara
- (3) Osmond C. Howe, Jr

#### **ARTICLE X.** **Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, as deemed necessary from time to time by the Proprietary Member. All such Officers shall be elected by the Proprietary Member. The Proprietary Member shall determine the term of each office and the method of removing an Officer prior to the termination of his/her office term.

The President and the Chairman of the Board of Directors shall be members of the Board of Directors. Any other Officers elected are not required to be on the Board of Directors. A person may hold more than one office.

#### **ARTICLE XI** **Advisory Board of Governors**

The Corporation shall have an Advisory Board of Governors of not less than 5 and not more than 30 Board Members. Membership on the Advisory Board of Governors shall be determined in accordance with the By-Laws.

#### **ARTICLE XII.** **By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the members or Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

**ARTICLE XIII.**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the members.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XIV**  
**Indemnification of Directors**  
**and Officers**

(a) The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of this Corporation or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was

unlawful. The termination of any such action, suit or proceeding by judgment, order, setoff, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a Director or officer of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(d) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon either: (1) a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceedings; or (2) a determination by independent legal counsel, when directed by a majority vote of a quorum of disinterested Directors, that the officer or Director seeking indemnification has met the standards of conduct set forth in subsections (1) and (2) of Fla. Stat. § 607.014.

(e) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional

representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

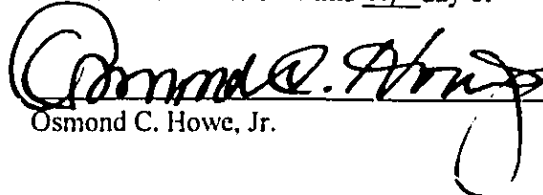
**ARTICLE XV.**  
**Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its members. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

**ARTICLE XVI.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 21 day of June, 1995.

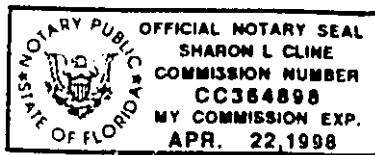
  
Osmond C. Howe, Jr.



STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 27 day of June, 1995 personally appeared before me, the undersigned authority, OSMOND C. HOWE, JR., personally known to me.



Sharon L. Cline

Notary Public

State of Florida

SHARON L. CLINE

Print Name

My Commission Expires:

FILED

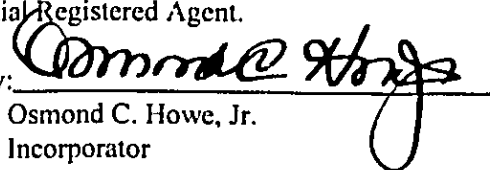
95 JUN 22 11:11:05

**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND REGISTERED OFFICE**  
**FOR**  
**ARAB CHAMBER OF THE AMERICAS, INC.**

In compliance with Florida Statutes Sections 48.091 and 617.0501 the following is submitted:

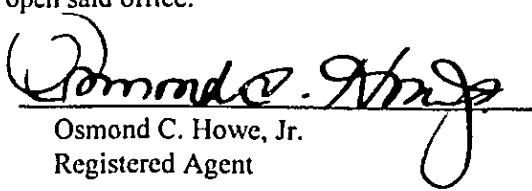
ARAB CHAMBER OF THE AMERICAS, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 200 South Biscayne Boulevard, 45th Floor, Miami, Florida 33131, as its initial Registered Office and has named Osmond C. Howe, Jr., located at said address as its initial Registered Agent.

By:

  
Osmond C. Howe, Jr.  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

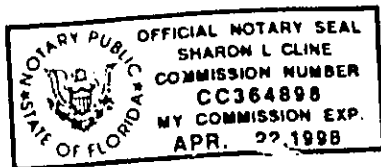
Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
Osmond C. Howe, Jr.  
Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 21 day of June, 1995 personally appeared before me,  
the undersigned authority, OSMOND C. HOWE, JR., personally known to me.



Sharon L. Cline

Notary Public  
State of Florida

SHARON L. CLINE

Print Name

My Commission Expires:

**N95000003057**

Pursuant to the provisions of Section 215.26, Florida Statutes, I hereby apply for a refund and request that a State Warrant be drawn in favor of:

Name: Joanne Rodriguez Urquiola

Address: 200 S. Biscayne Blvd., Suite 4500  
Miami, FL 33131-2387

Amount: \$87.50

which represents moneys I paid into the State Treasury subject to refund, and to substantiate such claim the following facts are submitted:

Reason for Claim:

Does not wish to file amendment at this time for ARAB CHAMBER OF THE  
AMERICAS, INC. #N95000003057

Section: Amend Clerk: VS Date Processed: 8/18/95

CERTIFIED TRUE AND CORRECT this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

See letter attached  
Signature

(FOR AGENCY USE ONLY)

(1) Agency recommends denial of above claim based on the following facts.  
Including statutory authority for collection: \_\_\_\_\_

(2) Agency recommends approval of above claim and submits the following  
information to substantiate such claim.  
The amount recommended \$ 87.50

The amount requested above was originally deposited into the State Treasury.  
State Treasurer's Receipt # 01015--019, Dated 07/31/95

NAME OF ACCOUNT:

**SAMAS ACCOUNT CODE**  
4 5 2 0 2 1 3 0 0 0 1 4 5 3 0 0 0 0 0 0 0 0 0 0 0 1 0 0 0 0

Statutory Authority for Collection 607.0122

It is requested that payment be made from:

NAME OF ACCOUNT:

**SAMAS ACCOUNT CODE**  
4 5 2 0 2 1 3 0 0 0 1 4 5 3 0 0 0 0 0 0 0 0 2 2 0 0 0 0 0 0

Certified True and Correct this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Dept. of State, Div. of Corporations  
Agency

\_\_\_\_\_  
Authorized Signature and Title

Section 215.26 states, in part: "Application for refund as provided by this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is interpreted as meaning three years from the date of payment into the State Treasury.

# Mershon Sawyer

MERSHON, SAWYER, JOHNSTON, DUNWODY & COLE  
Miami Office

August 15, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

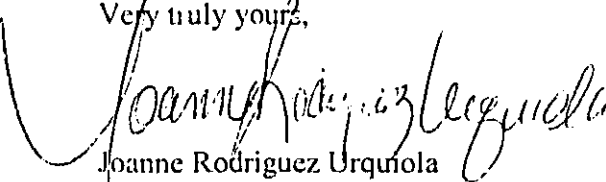
Re: Arab Chamber of the Americas, Inc.  
Ref. Number: N95000003057

To Whom It May Concern:

By copy of this letter we are hereby requesting a refund in the amount of \$87.50. At this time we are not going to proceed with the filing of our document.

If you should have any questions or comments concerning this, please do not hesitate to contact me.

Very truly yours,

  
Joanne Rodriguez Urquola  
For the Firm

JRU:acw  
Enclosure  
MIAMI/92030\_1.DOC

RECEIVED  
AUG 17 1995  
FBI  
MIA

MIAMI  
First Union Financial Center  
200 South Biscayne Boulevard  
Suite 4600  
Miami, Florida 33131-2387  
(305) 358-5100  
Fax (305) 376-8654

NAPLES  
Pelican Bay Corporate Centre  
5551 Ridgewood Drive  
Suite 501  
Naples, Florida 33963  
(813) 598-1055  
Fax (813) 598-1869

WEST PALM BEACH  
Phillips Point East Tower  
777 South Flagler Drive  
Suite 900  
West Palm Beach, Florida 33401  
(407) 659-5990  
Fax (407) 659-6313

KEY WEST  
3182 Northside Drive  
Suite 102  
Key West, Florida 33040  
(305) 296-1774  
Fax (305) 296-1715

LONDON, U.K.  
Blake Lodge, Bridge Lane  
London SW11 3AD, England  
44-71-878-7748  
Fax 44-71-860-0156

N95000003057

Mershon  
Sawyer

MERSHON, SAWYER, JOHNSTON, DUNWODY & COLE  
Miami Office

July 26, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600001549126  
-07/31/95--01015--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

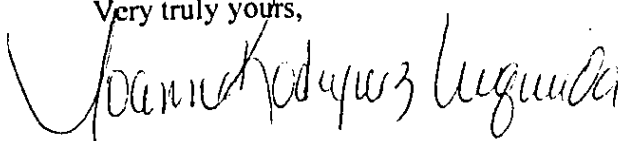
Re: Change of Corporate Name:  
Arab Chamber of the Americas, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of an Articles of Amendment to Articles of Incorporation together with our firm's check in the amount of \$87.50 for filing fee and for certified copy fee.

If you should have any questions or comments, please do not hesitate to contact me.

Very truly yours,



Joanne Rodriguez Urquiola  
For the Firm

JRU:aew  
Enclosure  
MIAMI/90162\_1.DOC

~~6045-16699~~

N/C

MIAMI  
First Union Financial Center  
200 South Biscayne Boulevard  
Suite 4600  
Miami, Florida 33131-2387  
(305) 358-5100  
Fax (305) 378-8654

NAPLES  
Pelican Bay Corporate Centre  
1551 Ridgewood Drive  
Suite 501  
Naples, Florida 33963  
(813) 598-1055  
Fax (813) 598-1868

WEST PALM BEACH  
Phillips Point East Tower  
777 South Flagler Drive  
Suite 900  
West Palm Beach, Florida 33411  
(407) 659-5990  
Fax (407) 659-6313

KEY WEST  
3132 Northside Drive  
Suite 102  
Key West, Florida 33040  
(305) 298-1774  
Fax (305) 296-1715

LONDON, U.K.  
Blake Lodge, Bridge Lane  
London SW11 3AD, England  
44-71-878-7748  
Fax 44-71-350-0156



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 11, 1995

JOANNE RODRIGUEZ URQUIOLA  
FIRST UNION FINANCIAL CENTER  
200 S. BISCAYNE BLVD., SUITE 4500  
MIAMI, FL 33131-2387

SUBJECT: ARAB CHAMBER OF THE AMERICAS, INC.  
Ref. Number: N95000003057

We have received your document for ARAB CHAMBER OF THE AMERICAS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 195A00037654