



1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0391 FAX

800-342-1086

Handwritten: N9600001406

ACCOUNT NO. : 000100000000

REFERENCE : 880625 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

Handwritten: Patricia Project

ORDER DATE : March 13, 1996

ORDER TIME : 2:50 PM

ORDER NO. : 880625

800001742478

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: COMMERICAL DISPUTE RESOLUTION
CENTER OF THE AMERICAS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 13 PM 1:18

FILED

T. BROWN MAR 14 1996

ARTICLES OF INCORPORATION

of

Commercial Dispute Resolution Center of the Americas, Inc.

(A Florida Not-For-Profit Corporation)

FILED
96 MAR 13 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this corporation shall be Commercial Dispute Resolution Center of the Americas, Inc. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 200 South Biscayne Boulevard, Suite 5300, Miami, Florida 33131-2339.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized to establish and maintain an organization for the extrajudicial settlement of disputes, including, but not limited to, international commercial disputes through internationally accepted procedures of advice, conciliation, mediation, arbitration and alternate dispute resolution techniques; to promote, improve and further the use of conciliation, mediation, arbitration and alternate dispute resolution techniques in the resolution of international commercial disputes; to promote and enhance the flow of international commerce; to do everything necessary, suitable and proper for the accomplishment of any of the purposes or furtherance of any of the powers herein set forth; and to do any act or acts incidental or pertinent to, or connection with, the aforesaid purposes or powers, or any part or parts thereof, consistent with the laws of the United States and the laws of the State of Florida.

The Corporation is organized and shall be operated exclusively for purposes for which a corporation not for profit may be formed under the laws of the State of Florida, for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of

organizations set forth in Section 501(c)(6) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

Article IV
MEMBERSHIP

The initial members of this corporation shall include the first Board of Directors. Thereafter, any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

Article V
TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

Article VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 5300, Miami, Florida 33131-2339; and the name of the Corporation's initial registered agent at that address is Paul E. Mason.

Article VII
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three directors. The initial Board of Directors shall consist of five directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Burtor, A. Landy	Salvador J. Juncadella
Steel Hector & Davis	Morgan, Lewis & Bockius
200 South Biscayne Boulevard	200 South Biscayne Boulevard
41st Floor	Suite 5300
Miami, FL 33131-2398	Miami, FL 33131-2339

José A. Santos, Jr.
Broad & Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, FL 33131

Paul E. Mason
c/o Florida Partnership of
the Americas, Inc.
200 South Biscayne Boulevard
Suite 5300
Miami, FL 33131-2339

Andrew J. Markus
Popham Haik Schnobrich & Kaufman
NationsBank Tower at
International Place
Suite 4000
100 Southeast Second Street
Miami, FL 33131

Article VIII **INCORPORATOR**

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

Paul E. Mason
c/o Florida Partnership of the Americas, Inc.
200 South Biscayne Boulevard
Suite 5300
Miami, FL 33131-2339

Article IX **BYLAWS**

The Bylaws may be adopted, amended, altered or rescinded by a majority vote of the members of the Board of directors present at any regular meeting of the directors or at any special meeting of the Directors called for that purpose.

Article X **DISSOLUTION**

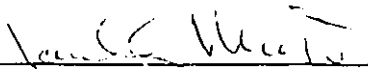
The Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purpose. Upon the partial or complete dissolution of the Corporation, whether voluntary or involuntary, or the winding up of this Corporation, no member, director or officer shall be entitled to any distribution of the Corporation's assets or proceeds remaining after payment, or provision for payment, of all debts and liabilities of its property, and the balance of all money and property received from any source shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(6) of the Internal

Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article XI
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 5th day of March, 1996.



Paul E. Mason
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
96 MAR 13 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


WITNESSETH:

That, Commercial Dispute Resolution Center of the Americas, Inc. desiring to organize under the laws of the State of Florida, has named Paul E. Mason, c/o Florida Partnership of the Americas, Inc., 200 South Biscayne Boulevard, Suite 5300, Miami, FL 33131-2339 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 5th day of March, 1996.



Paul E. Mason
Registered Agent