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*Ng 200015586*

ACCOUNT NO. : 072100000032

REFERENCE : 951330 4306424

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 122.50

ORDER DATE : May 13, 1996

ORDER TIME : 12:05 PM

ORDER NO. : 951330

CUSTOMER NO: 4306424

200001819272

CUSTOMER: Ms. Kathy Gonsalves  
STEEL HECTOR & DAVIS

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

DOMESTIC FILING

NAME: DISPUTE RESOLUTION INSTITUTE  
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: CLINT FUHRMAN

EXAMINER'S INITIALS:

*5/15/96*  
*[Signature]*

RECEIVED  
96 MAY 13 PM 2:05  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

of

Dispute Resolution Institute of the Americas, Inc.

(A Florida Not-For-Profit Corporation)

FILED  
JAN 13 2008  
CLERK OF DISTRICT COURT  
JAN 13 2008

Article I  
NAME

The name of this corporation shall be Dispute Resolution Institute 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 for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV  
MEMBERSHIP

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  
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 VI  
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) 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:

Burton A. Landy  
Steel Hector & Davis  
200 South Biscayne Boulevard  
41st Floor  
Miami, FL 33131-2398

Salvador J. Juncadella  
Morgan, Lewis & Bockius  
200 South Biscayne Boulevard  
Suite 5300  
Miami, FL 33131-2339

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

Andrew J. Markus  
Popham Haik Schnobrich & Kaufman  
100 Southeast Second Street  
Suite 4000  
Miami, FL 33131

Fernando Capablanca  
Extebandes  
701 Brickell Avenue  
Suite 2650  
Miami, FL 33131

Deborah Enix-Ross  
Price Waterhouse LLP  
1177 Avenue of the Americas  
Room 1945  
New York, NY 10036

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

Article VII  
INCORPORATOR

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

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

Article VIII  
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, 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)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX  
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. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. 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)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article X

AMENDMENT

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23<sup>rd</sup> day of APRIL, 1996

Paul E. Mason  
Paul E. Mason  
Incorporator

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


**WITNESSETH:**

That, Dispute Resolution Institute 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 23<sup>d</sup> day of APRIL, 1996.

  
Paul E. Mason  
Registered Agent