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ACCOUNT NO. : 072100000032

REFERENCE : 614423 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : March 7, 2000

ORDER TIME : 10:46 AM

ORDER NO. : 614423-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez  
GREENBERG TRAUIG, P.A.  
GREENBERG TRAUIG, P.A.  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

*Patricia Pyatt*  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -7 PM 2:05

DOMESTIC FILING

NAME: HEMISPHERE MUTUAL FUNDS  
MANAGERS, INC.

900003160539--8

EFFECTIVE DATE: --

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*Janna Wilson*

RECEIVED  
00 MAR -7 PM 12:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -7 PM 2:05

**HEMISPHERE MUTUAL FUNDS MANAGERS, INC.**

**ARTICLE I**

The name of the corporation is HEMISPHERE MUTUAL FUNDS MANAGERS, INC. (the "Corporation").

**ARTICLE II**

The address of the initial principal office and the mailing address of the Corporation is 200 South Biscayne Boulevard, Suite 330, Miami, Florida 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Hassan Sharam  
200 South Biscayne Boulevard  
Suite 330

Miami, Florida 33131

Maria Aristimuno  
200 South Biscayne Boulevard  
Suite 330  
Miami, Florida 33131

Armando Benshimol  
200 South Biscayne Boulevard  
Suite 330  
Miami, Florida 33131

Marisela Padula  
200 South Biscayne Boulevard  
Suite 330  
Miami, Florida 33131

**ARTICLE VII**

The name of the Incorporator is James P.S. Leshaw and the address of the Incorporator is 1221 Brickell Avenue, 21<sup>st</sup> Floor, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6<sup>th</sup> day of March, 2000.

\_\_\_\_\_  
James P.S. Leshaw, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of HEMISPHERE MUTUAL FUNDS MANAGERS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

  
Agent for the Registered Agent **BRIAN COURTNEY, ASST. V.P.**

Dated: March 7<sup>th</sup>, 2000

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