

P00000024620



ACCOUNT NO. : 072100000032

REFERENCE : 616077 4303929

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -8 PM 3:49

ORDER DATE : March 8, 2000

ORDER TIME : 10:13 AM

ORDER NO. : 616077-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
Suite 1500
515 East Las Olas Blvd.
Ft. Lauderdale, FL 33301

100003162561--8

DOMESTIC FILING

NAME: GIRAMONDO U.S.A., INC.

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: Erika Carlson

EXAMINER'S INITIALS:

510
W00-6277

RECEIVED
00 MAR -8 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g3pko



* FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -8 PM 3:49

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GIRAMONDO U.S.A., INC.
Ref. Number: W00000006277

RESUBMIT

Please give original

to the Division of Corporations file date

We have received your document for GIRAMONDO U.S.A., INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00013000

RECEIVED
00 MAR -9 PM 1:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GIRAMONDO U.S.A., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -8 PM 3:49

ARTICLE I

The name of the corporation is GIRAMONDO U.S.A., INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Greenberg Traurig P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131, Attn.: Rafael G. Prohias.

ARTICLE III

The Corporation shall have the 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 the shares entitled to vote 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 at such office 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 one and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until

successors are duly elected and qualified is:

Paolo Martin
1221 Brickell Avenue
21st Floor
Miami, Florida 33131

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -8 PM 3:49

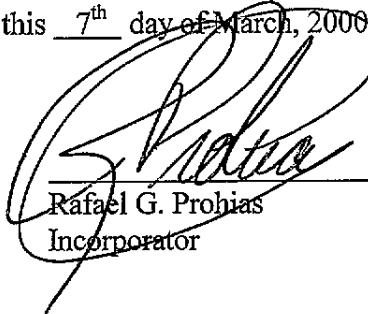
ARTICLE VII

The name of the Incorporator is Rafael G. Prohias and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, 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 7th day of March, 2000.

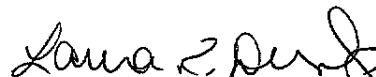


Rafael G. Prohias
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GIRAMONDO U.S.A., INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Corporation Service Company


By: Laura R. Dunlap, As Agent
as its agent

Dated: March 8, 2000