

**P000 000 30330**  
LAW OFFICES  
**MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.**

2200 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050  
TELECOPIER (305) 358-0550

March 17, 2000

Secretary of State  
Division of Corporations  
709 E. Gaines Street  
Tallahassee, Florida 32399

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-03/20/00--01086--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


Re: Internoc, Inc.

Gentlemen:

Enclosed are the original and a copy of the Articles of Incorporation for Internoc, Inc., and a check in the amount of \$ 78.75 for the filing fee. Please return the copy file stamped in the enclosed envelope.

If you have any questions, please call me.

Sincerely

  
Robert B. Macaulay

Cc: M.J.W. de Jong

**FILED**  
00 MAR 20 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gy 3/27

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNOC, INC.**

**FILED**  
**00 MAR 20 AM 8:40**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Internoc, Inc. Its business mailing address is One SE Third Avenue, Suite 2200, Miami, Florida 33131.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

ARTICLE VI - INITIAL

REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A., 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
M.J.W. de Jong	One Southeast Third Avenue, Suite 2200 Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

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

Name

Address

Robert B. Macaulay

2200 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131

Robert B. Macaulay  
Robert B. Macaulay, Incorporator

FILED  
00 MAR 20 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )

The foregoing Articles of Incorporation of Internoc, Inc., were acknowledged before me this 17<sup>th</sup> day of March, 2000, by Robert B. Macaulay, as Incorporator, who is personally known to me.



Helen C. Webb  
Notary Public, State of Florida

My Commission Expires: April 9, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Internoc, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: March 17, 2000

Robert B. Macaulay  
Robert B. Macaulay