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## FLORIDA PROFIT CORPORATION OR P.A.

## DELAGANA CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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Secretary of State

May 10, 2000

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ARTICLES OF INCORPORATION  
OF  
DELAGANA CORPORATION

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Article I - Name

The name of this corporation is Delagana Corporation.

Article II - Purpose

This corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 1,000 shares of US\$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

Article IV - No Preemptive Rights

Except as to such agreements as the shareholders may execute, no stockholder of this corporation shall, because of his or her ownership of stock have any pre-emptive or other right to purchase, subscribe for or take any part, prorata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

Article V - Initial Principal and Registered  
Office and Agent

The street address of the initial principal and registered office of this Corporation is:

Suite 2000, 701 Brickell Avenue  
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC  
REGISTERED AGENTS, INC.

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**Article VI - Incorporator**

The name and address of the initial incorporator and of this Corporation is:

Raúl García  
c/o CBG Compagnie Bancaire Geneve  
701 Brickell Avenue, Suite 1740  
Miami, Florida 33131

**Article VII - Board of Directors and Officers**

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors and officers of this Corporation are:

Chairman of the Board and President: René de Picciotto  
c/o CBG Compagnie Bancaire Geneve  
701 Brickell Avenue, Suite 1740  
Miami, Florida 33131

Vice President, Secretary,  
Treasurer, Board Member

Raúl García  
c/o CBG Compagnie Bancaire Geneve  
701 Brickell Avenue, Suite 1740  
Miami, Florida 33131

**Article VIII - Powers**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

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**Article IX - Director-Conflicts of Interest**

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**Article X - Indemnification**

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as incorporator, director, officer, employee, or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be

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determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

**Article XI - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> of May, 2000.

  
\_\_\_\_\_  
Incorporator-Director

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Delagana Corporation at the place designated in the Articles of Incorporation, WLMC REGISTERED AGENTS, INC. hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such time as he shall notify the corporation of its resignation.

Dated this 9th day of May, 2000.

WLMC REGISTERED AGENTS, INC.

By: Saturnin E. Lucio  
Authorized Representative

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