

Holland & Knight LLP  
Requester's Name

315 S. Calhoun St., suite 600  
Address

Tallahassee, Fl. 32301 425-5675  
City/State/Zip Phone #

P00000063571

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Hemisphere Acquisition Corporation  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

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-06/30/00--01001--015  
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3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

10:00 am

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

RECEIVED  
00 JUN 29 PM 3:57  
FILED  
00 JUN 29 PM 4:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TSMITH JUN 2000

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
HEMISPHERE ACQUISITION CORPORATION**

FILED  
00 JUN 29 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **HEMISPHERE ACQUISITION CORPORATION** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **HEMISPHERE ACQUISITION CORPORATION**

**ARTICLE II. ADDRESS**

The mailing address of the corporation shall be c/o 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence upon the filing of these articles of incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 701 Brickell Ave., suite 3000 Miami, Fl. 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Van Madden, 315 South Calhoun Street, Tallahassee, FL 32301.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## ARTICLE IX. INDEMNIFICATION

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

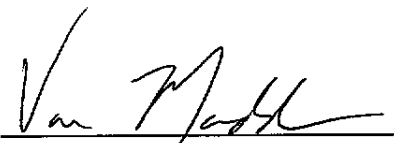
If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended. The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Van Madden, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That HEMISPHERE ACQUISITION CORPORATION desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., suite 3000 Miami, Florida 33131, State of Florida has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 29th day of June, 2000.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: Mark E. Holcomb  
Name: Mark Holcomb  
Title: Vice President

**RESOLUTION OF THE SOLE INCORPORATOR  
OF  
HEMISPHERE ACQUISITION CORPORATION**

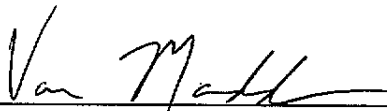
The undersigned, being the sole incorporator of **HEMISPHERE ACQUISITION CORPORATION**, a corporation organized under the laws of the State of Florida on June 29, 2000 (the "Corporation"), hereby adopts the following resolution:

**RESOLVED**, that the initial number of members to serve on the Corporation's board of directors is one, and that the person listed below be, and she hereby is, elected to the board of directors of the Corporation, to serve until her successor has been duly elected and qualified:

**Pamela Lenehan**

Effective immediately following the adoption of the foregoing resolution, the undersigned incorporator of the Corporation hereby resigns from such capacity.

**NOW THEREFORE**, the sole incorporator of **HEMISPHERE ACQUISITION CORPORATION**, executes this written consent effective as of the 29<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Van Madden  
Sole Incorporator

**FILED**  
00 JUN 29 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA