

**ARTICLES OF INCORPORATION
OF
GUILLERMO J. FERNANDEZ-QUINCOCES, P.A.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Florida Corporation under the Professional Services Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is GUILLERMO J. FERNANDEZ-QUINCOCES, P.A. ("Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business of the Corporation is 200 South Biscayne Boulevard, 41ST floor, Miami, Florida, 33131.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing with the Department of State.

**ARTICLE IV
PURPOSE**

This Corporation is formed for the purpose of engaging in the practice of law and all related services and in all businesses incidental thereto, as well as in any activity or business permitted under the laws of the Florida Service Corporation Act.

THIS DOCUMENT PREPARED BY:
GUILLERMO J. FERNANDEZ-QUINCOCES, Esq.
200 South Biscayne Boulevard, 42nd floor
Miami, FL 33126
(305) 577-7000

ARTICLE V
AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) Shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 41st Floor, Miami, Florida, 33131, and the name of the Corporation's initial Registered Agent at that address is Guillermo J. Fernandez-Quincoces, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one. The name and street address of the initial director is:

GUILLERMO J. FERNANDEZ-QUINCOCES, ESQ.
200 South Biscayne Boulevard, 41st floor
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

GUILLERMO J. FERNANDEZ-QUINCOCES, ESQ.
200 South Biscayne Boulevard, 41st floor
Miami, Florida 33131


ARTICLE IX
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 bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the Directors.

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. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a Shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of August, 2000.



GUILLERMO J. FERNANDEZ-QUINCOES,
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as Registered Agent for GUILLERMO J. FERNANDEZ-QUINCOES, P.A. in the foregoing Articles of Incorporation, I hereby agree to accept service of process of said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


GUILLERMO J. FERNANDEZ-QUINCOES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA