



Affiliated Company of  
Banque Piguet & Cie S.A., Member of  
Banque Cantonale Vaudoise Group.

July 28, 2000

*P000000074553*

FILED  
00 AUG -1 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS  
409 Gaines Street  
Tallahassee, FL 32399

Re: FLORIDA COMPANY FOR INCORPORATION

Dear Sirs:

Enclosed please find original Articles of Incorporation and a check for \$78.75 to file a company in the name of Dunwoody Holdings, Corp.

Please send us the original Certificate of Incorporation and Articles of Incorporation filed with the Secretary of State in the attached DHL prepaid envelope.

Thank you for your prompt attention to this matter.

Very truly yours,

Eda L. Martens  
Legal Department Assistant

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-08/01/00-01071--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**ARTICLES OF INCORPORATION**  
**OF**  
**DUNWOODY HOLDINGS, CORP.**

**FILED**  
**00 AUG -1 PM 12:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

NAME

The name of this corporation is **Dunwoody Holdings, Corp.** and its mailing address is 701 Brickell Avenue, Suite 850, Miami, Florida 33131.

**ARTICLE II**

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- (a) To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- (b) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- (c) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

**ARTICLES V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1200 So. Pine Island Rd., Plantation, Florida 33131 and the name of its initial registered agent of this Corporation at that address is C T Corporation System.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this Corporation is:

<u>Name</u>	<u>Address</u>
Javier de Otaduy	Le Casa Bianca BLA.3ET.N.3 17 Boulevard Du Larvotto 98000, Montecarlo, Monaco

**ARTICLE VII**  
**DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

## **ARTICLE VIII**

### **VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## **ARTICLE IX**

### **CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

## **ARTICLE X**

### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## **ARTICLES XI**

### **POWERS**

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

## **ARTICLES XII**

### **DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

### ARTICLE XIII

#### INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer employee or agent may be entitled as a matter of law or which he may be lawfully granted.

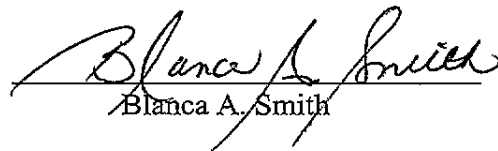
### ARTICLE XIV

#### INCORPORATOR

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

Blanca A. Smith  
701 Brickell Avenue, Suite 850  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28th day of July, 2000.

  
Blanca A. Smith

## ACKNOWLEDGMENT

STATE OF FLORIDA) ) SS  
COUNTY OF DADE )

On this 7/28/2000, before me, the undersigned Notary Public of the State of Florida, personally appeared Blanca A. Smith, and whose name is subscribed to the within instrument, and he acknowledged that he executed it.

WITNESS my hand and official seal.

*[Signature]*  
 \_\_\_\_\_  
 NOTARY PUBLIC STATE OF FLORIDA

NOTARY PUBLIC  
 STATE OF FLORIDA  
 GISELLA SANTIVANEZ  
 COMMISSION NUMBER  
 CC507452  
 MY COMMISSION EXPIRES  
 SEPT 24, 2008

Gisella Santvanez  
(Notary Public name and Stamp)

       ☒ Personally known to me, or  
       Produced ID #:                     

  X   Did take an oath, or  
      Did not take an oath

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Dunwoody Holdings, Corp., at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

*Vicky Goldstein*

C T Corporation System  
Registered Agent

VICKY GOLDSTEIN  
SPECIAL ASSISTANT SECRETARY

FILED  
00 AUG - 1 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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