

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.
Account Number : I20000000078
Phone : (305) 358-0050
Fax Number : (305) 358-0550

FLORIDA PROFIT CORPORATION OR P.A.

Cantamar Holdings, Inc.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
Cantamar Holdings, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Cantamar Holdings, Inc. Its business mailing address is 2200 SunTrust International Center, One Southeast Third Avenue, 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 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 two members. The number of directors

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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>
Federico Jenkins	One Southeast Third Avenue, Suite 2200 Miami, Florida 33131
Giuliana Tanzi	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:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	2200 SunTrust International Center One Southeast Third Avenue Miami, Florida 33131

Robert B. Macaulay
Robert B. Macaulay, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of Cantamar Holdings, Inc., were acknowledged before me this 29th day of March, 2001, by Robert B. Macaulay, as Incorporator, who is personally known to me.

Helen C. Webb
Notary Public, State of Florida

My Commission Expires: _____



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cantamar Holdings, 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 29, 2001

Robert B. Macaulay
Robert B. Macaulay

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