

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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From:

Account Name

: BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP

Account Number: 075350000132

Phone

: (305)374-7580

Fax Number

: (305)350-2446

FLORIDA PROFIT CORPORATION OR P.A.

POMO INVESTMENTS, INC.

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HO1-95901

ARTICLES OF INCORPORATION OF POMO INVESTMENTS, INC.

ARTICLE I - NAME

The name of this corporation is Pomo Investments, Inc.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

11965 S.W. 100 Terrace Miami, Florida 33186.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

11965 S.W. 100 Terrace Miami, Florida 33186;

and the name and address of the initial registered agent of this corporation are:

Name

<u>Address</u>

Carlos Garcia-Fournier

11965 S.W. 100 Terrace Miami, Florida 33186.

H01-95901

TEL:305-374-7593

P. 003

HO1-95901

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

Name

Address

Carlos Garcia-Fournier

11965 S.W. 100 Terrace Miami, Florida 33186.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Address

Carlos Garcia-Fournier

11965 S.W. 100 Terrace Miami, Florida 33186.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

H01-95901

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the day of August, 2001.

Carlos Garcia-Fournier, Incorporator and

Registered Agent

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