

File 1st

CRS  
03 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
22-1173

FILE COVER SHEET  
ACCT. #FCA-14

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-10/18/01--01037--012  
\*\*\*\*128.75 \*\*\*\*128.75

CONTACT: CINDY HICKS

DATE: 10-18-01

REF. #: 0150.2683

CORP. NAME: Palmbird Investments N.V.

( ) ARTICLES OF INCORPORATION ( ) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION  
( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME  
( ) FOREIGN QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY  
( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL  
( ) CERTIFICATE OF CANCELLATION ( ) UCC-1 ( ) UCC-3  
(X) OTHER: Certificate of Domestication

STATE FEES PREPAID WITH CHECK# 500426 FOR \$ 128.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

(X) CERTIFIED COPY ( ) CERTIFICATE OF GOOD STANDING ( ) PLAIN STAMPED COPY  
( ) CERTIFICATE OF STATUS

Examiner's Initials

FILED  
01 OCT 18 AM 8:25  
RECEIVED  
01 OCT 18 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

02/10/19

Florida Department of State, SANDRA B. MORTHAN, Secretary of State

**CERTIFICATE OF DOMESTICATION**

The undersigned, Juan R. Loumiet, the authorized signatory and Attorney-in-fact, of PALMBIRD INVESTMENTS N.V., (the "Corporation") a non U. S. Corporation, in accordance with Florida Statutes, §607.1801 does hereby certify:

1. The date on which the Corporation was first formed is **April 8, 1980.**
2. The jurisdiction where the above-named Corporation was first formed, incorporated, or otherwise came into being was the **Netherland Antilles.**
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was **PALMBIRD INVESTMENTS N.V.**
4. The name of the Corporation as set forth in its Articles of Incorporation to be filed pursuant to §§607.0401 and 607.0202 with this Certificate is: **PALMBIRD INVESTMENTS, INC.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the **State of Florida.**

I, Juan R. Loumiet, am the authorized signatory and Attorney-in-Fact for PALMBIRD INVESTMENTS N.V., and I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 17<sup>th</sup> day September, 2001.

PALMBIRD INVESTMENTS, N.V.

BY:

Juan R. Loumiet  
Attorney-in-Fact

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PALMBIRD INVESTMENTS, INC.**

**ARTICLE I**

The name of the corporation is PALMBIRD INVESTMENTS, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o: Guillermo Enrique Kraves, 14 N. E. 1st Avenue - #1408 - Miami, FL 33131.

**ARTICLE III**

(a) The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b>Number of Shares Authorized</b>	<b>Par Value Per Share</b>	<b>Class of Stock</b>
1,000	\$1.00	Common

(b) The Corporation shall hold a special meeting of shareholders:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE IV**

The street address of the Corporation's initial registered office in the State of Florida is 502 East Park Avenue, Tallahassee FL 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

**ARTICLE V**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

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Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified is:

Guillermo Enrique Kraves  
14 N.E. 1st Avenue -- #1408  
Miami, FL 33132

#### ARTICLE VI

The name of the Incorporator is Juan P. Loumiet, Esq., and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VII

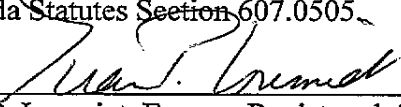
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this day of 16<sup>th</sup> day of October, 2001.

  
\_\_\_\_\_  
Juan P. Loumiet, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PALMBIRD INVESTMENTS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
\_\_\_\_\_  
Juan P. Loumiet, Esq., as Registered Agent  
c/o Greenberg Traurig, P.A.  
1221 Brickell Avenue  
Miami, FL 33131

Dated: October, 16, 2001

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