

JUN. -20' 03 (FRI) 11:24

RAFFERTY, HART, STOLZENBERG, GELLES

TEL: 305. 373 2735

P. 001/005

Division of Corporations

P03000068848 Page 1 of 2

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H03000217950 2)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : RAFFERTY, GUTIERREZ, SANCHEZ-ABALLI, STOLZENBERG & G  
Account Number : I20000000207  
Phone : (305) 373-0330  
Fax Number : (305) 373-2735

**FLORIDA PROFIT CORPORATION OR P.A.**

**MICHIN CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

JUN. -20' 03(FRI) 11:24

RAFFERTY, HART, STOLZENBERG, GELLES

TEL: 305 373 2735

P. 002/005

#03000217950.

**ARTICLES OF INCORPORATION  
OF  
MICHIN CORPORATION**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

MICHIN CORPORATION  
1101 Brickell Avenue, Suite 1400  
Miami, Florida 33131

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$ 0.01 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

#030002179507

JUN. -20' 03(FRI) 11:24

RAFFERTY, HART, STOLZENBERG, GELLES

TEL: 305 373 2735

P. 003/005

# 030002179502

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1101 Brickell Avenue, Suite 1400  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Rafael Sánchez-Aballí, Esq.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

#### ARTICLE VII

##### DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Hernán Rincón	1101 Brickell Avenue, Suite 1400 Miami, Florida 33131
Isabel Rincón de Santiago	1101 Brickell Avenue, Suite 1400 Miami, Florida 33131

# 030002179502

JUN. -20' 03 (FRI) 11:25

RAFFERTY, HART, STOLZENBERG, GELLES

TEL: 305 373 2735

P. 004/005

# 030002179502

**ARTICLE VIII**

**INCORPORATOR**

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

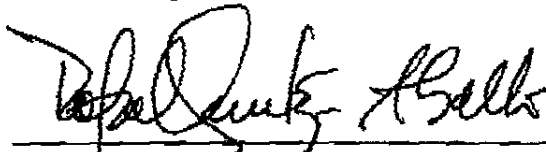
**Name**

**Street Address**

Rafael Sánchez-Aballí, Esq.

1101 Brickell Avenue, Suite 1400  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 20th day of June, 2003.



Rafael Sánchez-Aballí, Esq., Incorporator

JUN. -20' 03 (FRI) 11:25

RAFFERTY, HART, STOLZENBERG, GELLES

TEL: 305 373 2735

P. 005/005

#030002179502

**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MICHIN CORPORATION, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named Rafael Sánchez-Aballi, Esq., located thereat as its registered agent to accept service of process within this state.

By:

  
Rafael Sánchez-Aballi, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:

  
Rafael Sánchez-Aballi, Esq., Registered Agent