

03/02/2004

Division of Corporations

57

TE SA LLP

Page 1 of 1

PO40000460527

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.

(((H04000046010 3)))

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 : WHITE & CASE
Account Number : 075410002143
Phone : (305) 371-2700
Fax Number : (305) 358-5744

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR -3 PM 1:08

FLORIDA PROFIT CORPORATION OR P.A.

CSMB GP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

1509040-0018
ATTN: MWAGONE

TSBpsloy

Fax Audit No. H04000046010

ARTICLES OF INCORPORATION
OF
CSMB GP, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be CSMB GP, INC. The initial mailing address of the Corporation shall be 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

K. Lawrence Gragg
White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR -3 PM 1:08

Fax Audit No. H04000046010

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 355 Alhambra Circle, Suite 900, Coral Gables, FL 33134. The name of the initial Registered Agent of this Corporation at the above address shall be Kolleen O.P. Cobb.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Armando Codina
355 Alhambra Circle, Suite 900
Coral Gables, FL 33134

ARTICLE IX
Officers

The name and position of the initial officers of the Corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

<u>Name</u>	<u>Position</u>
Armando Codina	President
Henry Befeler	Vice President/Treasurer/Secretary
Kolleen O.P. Cobb, Esq.	Vice President/Assistant Secretary
Forrest Robinson	Vice President

ARTICLE X
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

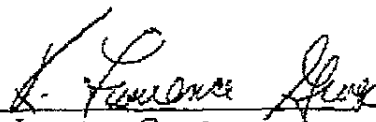
ARTICLE XI
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 2nd day of March, 2004.

By: 
K. Lawrence Gragg
Incorporator

Fax Audit No. H04000046010

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

CSMB GP, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 355 Alhambra Circle, Suite 900, Coral Gables, FL 33134, as its initial Registered Office and has named Kolleen O.P. Cobb, located at said address as its initial Registered Agent.

By: 

K. Lawrence Gragg
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 

Kolleen O.P. Cobb
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR -3 PM 1:08