

**P0400006411495**

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.**

((H04000047025 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

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

**C/CSMB GP, INC.**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR -4 PM 12:47

Electronic Filing Menu

Corporate Filing

Public Access Help

1509040-0018  
ATTN: mwgone

TS03/09/04

ARTICLES OF INCORPORATION  
OF  
C/CSMB GP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR -4 PM 12:47

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 C/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

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 positions 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                     |

Fax Audit No. H04000047025

ARTICLE IX

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 X

Financial Information

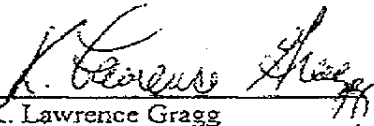
The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later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

ARTICLE XI

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 3rd day of March, 2004.

By:   
K. Lawrence Gragg  
Incorporator

Fax Audit No. H04000047025

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

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

C/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 Kelleen O.P. Cobb, located at said address as its initial Registered Agent.

By: K. Lawrence Gragg  
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: Kelleen O.P. Cobb  
Kelleen O.P. Cobb  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR -4 PM 12:47