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From:

Account Name : ROGERS, BOWERS, DEMPSEY AND PALADINO

Account Number : I20010000034

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**DOMESTICATION**

**Caracas Management Company, Inc.**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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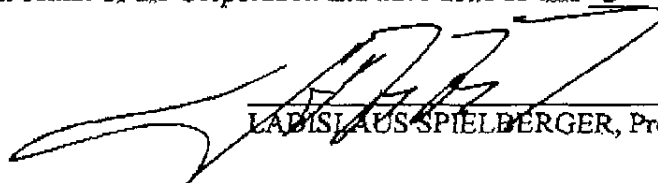
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**CERTIFICATE OF DOMESTICATION**

In accordance with Section 607.1801 of the Florida Statutes, the undersigned, who is the President of CARACAS MANAGEMENT COMPANY, INC., a New York corporation (the "Corporation"), do hereby certify the following:

1. The date on which the Corporation was first formed was December 20, 1988.
2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came into being is the state of New York.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was CARACAS MANAGEMENT COMPANY, INC.
4. The name of the Corporation as set forth in the Articles of Incorporation to be filed by the Corporation with this Certificate of Domestication is CARACAS MANAGEMENT COMPANY, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication is the state of New York.
6. Attached to this Certificate of Domestication are Articles of Incorporation for the Corporation as required by Section 607.1801(2)(b) of the Florida Statutes.

I, LADISLAUS SPIELBERGER, the President of CARACAS MANAGEMENT COMPANY, INC., a New York corporation, am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 80 day of December, 2004.

  
LADISLAUS SPIELBERGER, President

WGD/Dec2004/CARACAS Management Company - Certificate of Domestication

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# ARTICLES OF INCORPORATION

OF

CARACAS MANAGEMENT COMPANY, INC.

## ARTICLE I - NAME

The name of this corporation is CARACAS MANAGEMENT COMPANY, INC.

## ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 2121 N. Ocean Boulevard, Apartment 1707W, Boca Raton, Florida 33432.

## ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

## ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

## ARTICLE V - CAPITAL STOCK

This Corporation shall have the authority to issue two hundred (200) shares of common stock having a par value of having a par value of \$1.00 per share.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2121 N. Ocean Boulevard, Apartment 1707W, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at that address is LADISLAUS SPIELBERGER.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be

either increased or diminished from time to time by the bylaws, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

LADISLAUS SPIELBERGER  
2121 N. Ocean Boulevard  
Apartment 1707W  
Boca Raton, Florida 33432

KLARA SPIELBERGER  
2121 N. Ocean Boulevard  
Apartment 1707W  
Boca Raton, Florida 33432

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Statutes any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee

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benefit plan of the Corporation. In addition, the corporation shall also pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings.

ARTICLE IX - INCORPORATOR

The names and mailing addresses of the person signing these Articles of Incorporation are:

LADISLAUS SPIELBERGER  
2121 N. Ocean Boulevard  
Apartment 1707W  
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 8<sup>th</sup> day of December, 2004.

  
LADISLAUS SPIELBERGER


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of December, 2004, by LADISLAUS SPIELBERGER, who is either personally known to me or who has produced his drivers licenses as identification.

  
Notary Public

My Commission Expires:

 Janet L. Studenski  
Commission # DD320075  
Expires June 26, 2008  
Send me my Notary - Insurance, Inc. 800-688-7810

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND NAMING AGENT UPON WHOM PROCESS AUGUST BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, CARACAS MANAGEMENT COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named LADISLAUS SPIELBERGER, whose address is 2121 N. Ocean Boulevard, Apartment 1707W, Boca Raton, Florida 33432, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: December 1, 2004

  
LADISLAUS SPIELBERGER

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