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DOMESTICATION

Del Mar Pacific Seasons, Inc.

Certificate of Status	0
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**CERTIFICATE OF DOMESTICATION
OF
DEL MAR PACIFIC SEASONS SA**

The undersigned, Matthew S. McAfee, Vice President of Del Mar Pacific Seasons SA, a foreign corporation (the "Corporation"), in accordance with Section 607.1801 of the Florida Business Corporation Act, does hereby certify that:

1. — The date on which the Corporation was formed was October 24, 2004.
2. — The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was the Republic of Costa Rica.
3. — The name of the Corporation immediately prior to the filing of this Certificate of Domestication (this "Certificate") was Del Mar Pacific Seasons SA.
4. — The name of the Corporation, as set forth in its Articles of Incorporation, to be filed with this Certificate pursuant to Section 607.0202 and Section 607.0401 of the Florida Business Corporation Act is Del Mar Pacific Seasons, 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 was San Jose, Costa Rica.
6. — The Florida Articles of Incorporation are attached to complete the domestication requirements pursuant to Section 607.1801 of the Florida Business Corporation Act.

The undersigned President of Del Mar Pacific Seasons SA has executed this Certificate on behalf of the Corporation this 17th day of February, 2005.


Matthew S. McAfee, Vice President

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**ARTICLES OF INCORPORATION
OF
DEL MAR PACIFIC SEASONS, INC.**

The undersigned, acting as incorporator of Del Mar Pacific Seasons, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Del Mar Pacific Seasons, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation is:

1008 Park Avenue
Orange Park, Florida 32073

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Intrepid Registered Agent Services, LLC, as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

Prepared by:
Driver, McAfee & Griggs, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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ARTICLE IX - INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Gwen Hutcheson Griggs

One Independent Drive, Suite 1200
Jacksonville, Florida 32202

ARTICLE X - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.


Gwen Hutcheson Griggs, Incorporator

Feb. 17, 2005 6:25PM

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Dated: February 17, 2005

.. INTREPID REGISTERED AGENT SERVICES, LLC

By: Gwen Hutcherson EVP
Gwen Hutcherson Griggs, Executive Vice President

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