

MAY 17 2005 9:57AM  
Division of Corporations

ARAZOZA & FERNANDEZ-FRAGA 305 442 4829

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Florida Department of State  
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From:  
Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.  
Account Number : 076624003440  
Phone : (305) 444-6226  
Fax Number : (305) 442-4829

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**INTERNATIONAL OPERATIONS HOLDINGS, INC.**

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

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL OPERATIONS HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation is INTERNATIONAL OPERATIONS HOLDINGS, INC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V  
TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza  
2100 Salzedo Street Suite 300  
Coral Gables, Florida 33134  
Phone: (305) 444-6226  
Florida Bar No.0698806

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ARTICLE VI  
ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII  
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII  
INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is Carlos F. Arazoza of Arazoza & Fernandez-Fraga, P.A., 2100 Salzedo Street Suite 300 Coral Gables, FL 33134.

ARTICLE IX  
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X  
REGISTERED OFFICE AND REGISTERED AGENT

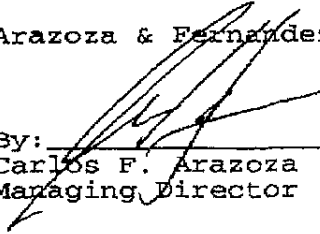
INTERNATIONAL OPERATIONS HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates Arazoza & Fernandez-Fraga, P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be located at 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134.

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WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, this 16<sup>th</sup> day of May, 2006

Arazoza & Fernandez-Fraga, P.A.

By:   
Carlos F. Arazoza  
Managing Director


STATE OF FLORIDA            )  
                                  ) SS:  
COUNTY OF MIAMI-DADE    )

PERSONALLY appeared before me, Carlos F. Arazoza, as Managing Director of Arazoza & Fernandez-Fraga, P.A., to me well known to be the incorporator to the foregoing Articles of INTERNATIONAL OPERATIONS HOLDINGS, INC., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 16<sup>th</sup> day of May, 2006.



Laura Kohn  
Commission #DD319617  
Expires: May 16, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

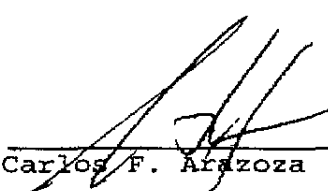
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is

INTERNATIONAL OPERATIONS HOLDINGS, INC.

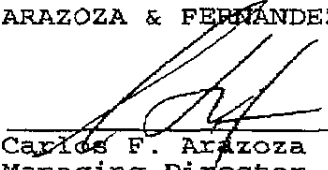
2. The name and address of the registered agent and office is:

Arazoza & Fernandez-Fraga, P.A.  
2100 Salzedo Street  
Suite 300  
Coral Gables, FL 33134

  
\_\_\_\_\_  
Carlos F. Arazoza

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ARAZOZA & FERNANDEZ-FRAGA, PA

  
\_\_\_\_\_  
Carlos F. Arazoza  
Managing Director  
Date: 16th day of May 2006

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