

PO9000033735

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.

(((H09000087891 3)))



H0900008789134BC9

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) 617-6381

From:

Account Name : GREENBERG, TRAUIG, HOFFMAN, ET AL.
Account Number : 076077001461
Phone : (305) 789-5357
Fax Number : (305) 961-5357

FLORIDA PROFIT/NON PROFIT CORPORATION

EMERALD FIELDS GLOBAL ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

09 APR 14 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

RECEIVED
DEPARTMENT OF STATE
09 APR 14 PM 1:25

Electronic Filing Menu

Corporate Filing Menu

Help

09 APR 14 PM 1:46
H09000087891SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EMERALD FIELDS GLOBAL ENTERPRISES, INC.

ARTICLE I
Name and Address

The name of the Corporation is EMERALD FIELDS GLOBAL ENTERPRISES, INC. and the address of its principal office and mailing address is 600 Biltmore Way No. 1205, Coral Gables, Florida 33134.

ARTICLE II
Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III
Registered Agent and Office

The name and address of the registered agent of the Corporation is CT Corporation System, located at 1200 S. Pine Island Road, Plantation, Florida, 33324.

ARTICLE IV
Capital Stock

The Corporation shall have authority to issue a total of one thousand (1,000) shares of common stock, \$0.01 par value per share.

ARTICLE V
Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the name and address of the sole member of the initial Board of Directors, who shall serve as director until his successor is duly elected and qualified, is: Mario Nannetti with address at Calle 53 Este, Urb. Marbella, Torre Swiss Bank, 20 Piso, Panama, Panama.

ARTICLE VI
Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the

H09000087891 3

Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VII
Indemnification

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of the Corporation's directors or officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers and former directors or officers to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director officer of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
Incorporator

The name of the Incorporator is Debra Palmisano c/o Greenberg Traurig, P.A., and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida, 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14th day of April, 2009.



Debra Palmisano, Incorporator

H09000087891 3

H09000087891 3

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Emerald Fields Global Enterprises, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT Corporation System

By: *Barbara A. Burke*

Barbara A. Burke
Special Assistant Secretary

09 APR 14 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED