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To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904) 353-2000  
Fax Number : (904) 358-1872

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DOMESTICATION

Soler & Palau, Inc.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 04       |
| Estimated Charge      | \$120.00 |

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H09000162818 3

**CERTIFICATE OF DOMESTICATION**

The undersigned, Hilario Tome, Director  
(Name) (Title)


of Soler & Palau, Inc. a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 27, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New Jersey.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Soler & Palau, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Soler & Palau, 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 the Certificate of Domestication was New Jersey.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Hilario Tome, of Soler & Palau, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 30<sup>th</sup> day of June, 2009.

  
(Authorized Signature)

|  |          |
|--|----------|
| <b>Filing Fee:</b>                           |          |
| Certificate of Domestication                 | \$ 50.00 |
| Articles of Incorporation and Certified Copy | \$ 78.75 |
| Total to domesticate and file                | \$128.75 |

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ARTICLES OF INCORPORATION  
OF  
SOLER & PALAU, INC.

The undersigned, acting as incorporator of Soler & Palau, Inc. (the "Company"), under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: Soler & Palau, Inc. The street address and mailing address of the initial principal office is: 6393 Powers Avenue, Jacksonville, Florida 32217.

ARTICLE II. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 6393 Powers Avenue, Jacksonville, Florida 32217, as the street address of the initial registered office of the Company and names Deborah A. Forsberg as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

Hilario Tome  
C/. Doctor Ferran; 25-1aB  
Barcelona, Spain

Prepared by Christopher G. Commander  
Florida Bar No. 0028882  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

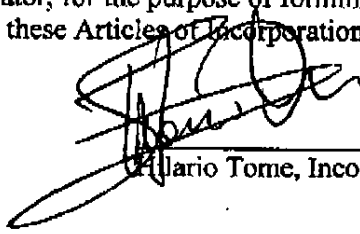
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H09000162818 3

ARTICLE VII. INDEMNIFICATION

The Company 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 officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company 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 officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) 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 shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company 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.

  
\_\_\_\_\_  
Illario Tome, Incorporator

H09000162818 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned 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 acknowledges that she is familiar with, and accepts, the obligations of such position.

Dated: June 9<sup>th</sup> 2009.

  
Deborah A. Forsberg Registered Agent

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