

PH000017430

Florida Department of State  
Division of Corporations  
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.**

(((H11000044109 3)))



H110000441093ABCU

**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 : C T CORPORATION SYSTEM  
Account Number : PCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Prisa Digital Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

RECEIVED  
11 FEB 18 PM 1:28  
DIVISION OF CORPORATIONS

FILED  
2011 FEB 18 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. GIBBS FEB 21 2011

**CONSENT GRANTING APPROVAL FOR USE OF NAME**

Prisa Inc., a Florida corporation (the "Corporation"), incorporated on January 19, 2000 under document number P00000005892, does hereby grant permission for the use of the name "Prisa Digital Inc." to a to be incorporated affiliate ("Newco"). A copy of the Articles of Incorporation to be filed with the Florida Department of State, Division of Corporations is attached as Exhibit A hereto.

The undersigned has executed this Consent Granting Approval for Use of Name as of the 15<sup>th</sup> day of February, 2011.

PRISA INC.

By: 

Name: Lidgo Dago

Title: Secretary of Prisa Inc.

FILED

2011 FEB 18 AM 10:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PRISA DIGITAL INC.**

**ARTICLE I**

The name of this corporation is Prisa Digital Inc. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is 2100 Coral Way, Suite 200, Miami, Florida 33145, Attention: Kamal M. Berwhani.

**ARTICLE IV**

The capital stock authorized, the par value thereof, and the characteristics of such stock the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
10,000	\$ .01	Common Stock

**ARTICLE V**

The street address of the Corporation's initial registered office is, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

**ARTICLE VI**

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, who will serve as the Corporation's director until successors are duly elected and qualified. The initial directors of the Corporation are Kamal M. Berwhani, Fernando Martínez and Iñigo Dago.

**ARTICLE VII**

The officers of the Corporation shall consist of the following, who will serve as the Corporation's officers until successors are duly elected and qualified:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 FEB 18 AM 10:31

FILED

Chief Executive Officer: Kamal M. Berwhani

Secretary: Inigo Dago

#### ARTICLE VIII

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 (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (d) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (e) for any transaction from which the director or officer derived an improper personal benefit.

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

#### ARTICLE IX

The name of the Incorporator is Mark A. Lopez, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, 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 19<sup>th</sup> day of February, 2011.

  
\_\_\_\_\_  
Mark A. Lopez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Prisa Digital Inc. hereby accepts such designation, and is familiar with and accepts, the obligations of such position, as provided under Florida Statutes Section 607.0505.

Dated: February 18<sup>th</sup>, 2011

CT CORPORATION SYSTEM

By: Connie Bryan  
Name:  
Title: **Connie Bryan**  
**Assistant Secretary**

{ DOCPROPERTY "GTTagline" }

**FILED**  
2011 FEB 18 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA