

LAW OFFICES  
OF  
REPISO & ASSOCIATES, P.A.

ATTORNEYS AT LAW  
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Of Counsel  
JOSÉ FEDERICO DE CARVALHO \*

\*Licensed only in Spain (E.C.)

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January 9, 1995

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32395

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01711295-01004-017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MILDRED AMERICA CORP.

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for MILDRED AMERICA CORP., and a check in the amount of \$122.50 made payable to the Secretary of State. Please register and send us a stamped copy of the Articles of Incorporation, in the envelope enclosed, as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

REPISO & ASSOCIATES, P.A.

*Michael Repiso for,*  
Michael Repiso, Esq.

MR:lt  
Enclosures  
3210

FILED  
95 JAN 10 AM 10:27  
SECRET  
TALLAHASSEE, FLORIDA

T. BROWN JAN 12 1995

ARTICLES OF INCORPORATION  
OF  
MILDRED AMERICA CORP.

FILED  
95 JAN 10 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I  
NAME

The name of this Corporation shall be MILDRED AMERICA CORP.

ARTICLE II  
PERMITTED ACTIVITIES

The general purpose or purposes for which the corporation is initially organized are as follows:

a. To do all things and engage in such business or businesses as may be lawful and proper pursuant to the laws of the United States of America and the Florida Business Corporation Act.

b. To conduct business and operations, and to have one or more offices, and to hold, buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire, to dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of

real and personal property of every class and description in this State and in any other of the several states, territories, possessions and dependencies of the United States, District of Columbia, and in any and all foreign countries.

c. To manage or administer as agent the business or property of any corporation, firm or person carrying on any authorized business, and to sell or dispose of, receive and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm or person.

d. To borrow money and to issue bonds, debentures, notes or other obligations of the corporation from time to time, and to secure the same by mortgage, lien, pledge, deed of trust or otherwise, to enter into payment, performance, fidelity bonds and surety undertakings of every nature and kind, and whether as principal, agent, surety, indemnitor, guarantor, indemnitee, guarantee or otherwise, as may be necessary for the purposes of the corporation's business.

e. To do all such things as may be deemed incidental or conducive to the attainment of the above purposes or any of them; to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon corporations; and to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

f. The foregoing clauses shall be construed as purposes, object and powers, and it is hereby expressly provided that the enumeration herein of special purposes, powers and objects shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize or permit the corporation to do any act which a corporation under the laws of the State of Florida may not at any time lawfully do.

### ARTICLE III AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be Ten Thousand (10,000) shares of voting common stock.

### ARTICLE IV TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

#### ARTICLE V

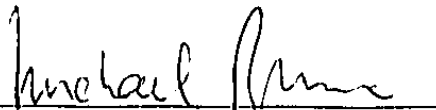
The principal office of MILDRED AMERICA CORP. is located at the World Trade Center, 20th Floor, 80 S.W. 8th Street, Miami, FL 33130, c/o REPISO & ASSOCIATES, P.A.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That MILDRED AMERICA CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named Michael Repiso, Esq. located at World Trade Center, 80 S.W. 8th Street, 20th Floor, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Michael Repiso, Esq.  
Registered Agent

#### ARTICLE VII DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than one (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

#### ARTICLE VIII INCORPORATOR

The name and address of the incorporator and subscriber hereto is as follows:

Name

Michael Repiso, Esq.

Address

World Trade Center, 20th Floor  
80 S.W. 8th Street  
Miami, Florida 33130

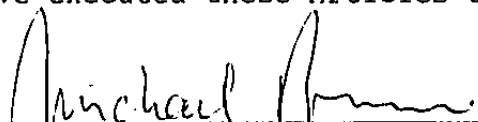
ARTICLE IX  
INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X  
BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholder and/or director meetings.

5<sup>th</sup> IN WITNESS WHEREOF, I have executed these Articles this  
day of January, 1995.

  
MICHAEL REPISO, Esq., Initial  
Incorporator