

P95000008931

① PAN AM.

Pan Am Corporation
2333 Ponce de Leon Boulevard
Ponthouse 1111
Coral Gables, Florida 33134

Telephone: 305-441-1700
Facsimile: 305-445-5674

January 23, 1995

State of Florida
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

600001393366
-01/31/95--01005--004
****122.50 ****122.50

Re: Pan Am World Services, Inc.

Dear Sir or Madam:

Enclosed, please find an original and one copy of the Articles of Incorporation for Pan Am World Services, Inc. for filing, along with a check in the amount of \$122.50 for your fees on same.

Should you have any question, please do not hesitate to call me.

Very truly yours,



Patricia C. Puerto
Legal Assistant

PCP/me
Enclosures

AB 2/2/95

FILED
1995 JAN 30 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAN AM WORLD SERVICES, INC.

FILED
1995 JAN 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PAN AM WORLD SERVICES, INC., (hereinafter called the "Corporation")

ARTICLE II

The address of the principal office and the mailing address is 2333 Ponce de Leon Boulevard, Penthouse 1111, Coral Gables, Florida 33134.

ARTICLE III

This Corporation is organized to engage in every aspect of business allowed in accordance with the laws of Florida.

ARTICLE IV

The aggregate number of shares which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The address, including street and number of the initial registered office of the corporation is 2333 Ponce de Leon Boulevard, Penthouse 1111, Coral Gables, Florida 33134 and the name of the initial registered agent at such address is Andrew R. Weston.

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. The number of directors constituting the initial Board of Directors are four, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's

directors until successors are duly elected and qualified are:

Charles E. Cobb, President
2333 Ponce de Leon Boulevard, PH 1111
Coral Gables, Florida 33134

Sue M. Cobb, Vice President
2333 Ponce de Leon Boulevard, PH 1111
Coral Gables, Florida 33134

Richard F. Blake, Vice President
2333 Ponce de Leon Boulevard, PH 1111
Coral Gables, Florida 33134

Andrew R. Weston, Secretary/Treasurer
2333 Ponce de Leon Boulevard, PH 1111
Coral Gables, Florida 33134

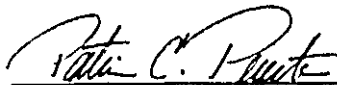
ARTICLE VII

The name of the Incorporator is Patricia C. Puerto and the address of the Incorporator is 2333 Ponce de Leon Boulevard, Penthouse 1111, Coral Gables, Florida 33134.

ARTICLE VIII

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

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 23rd day of January, 1995.

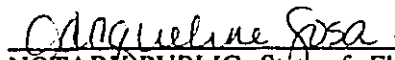


PATRICIA C. PUERTO - INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared PATRICIA C. PUERTO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 23rd day of January, 1995.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



JACQUELINE SOSA
My Commission: CC374573
Expires May, 22, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PAN AM WORLD SERVICES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



ANDREW R. WESTON, Registered Agent

Dated: January 23, 1995.

FILED
1995 JAN 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

P95000008931

ACCOUNT NO. : 672100000032
REFERENCE : 876065 4303929
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : 1 A2.50

FILED
96 MAR 11 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 11, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 876065

CUSTOMER NO: 4303929

900001738663

CUSTOMER: Myrna Anne Norman, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: PAN AM WORLD SERVICES, INC.

RECEIVED
96 MAR 11 AM 11:13
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING CO. PRIOR TO FILING:

XX CERTIFIED COPY
CERTIFIED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DONLAP

EXHIBITS ATTACHED:

3/12
for
Name
Change
C.C.

896065

GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler
Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
James L. Barchus
Fred W. Baggett
Kerri L. Barsh
Hilarie Bass
V. Dawn Beigley
Norman J. Benford
Dale S. Bergman
Paul Berkowitz
Bridget Berry
Mark E. Bideau
Lawrence Jon Bielby
Mark D. Bloom
Reginald L. Bouthillier, Jr.
Howard Bregman
Francis H. Brogan, Jr.
Burt Bruton
Gabriel Buigas
Bernardo Burstein
David R. Chuse
Michael I. Cherniga
Ary Choucke
Sue M. Cobb
C. Deryl Couch
Miguel A. De Grandy
Alan T. Dimond

Lucia A. Dougherty
Candace R. Duff
William B. Eck
Arthur J. England, Jr.
Gary M. Epstein
Andrea F. Fisher
Jorge L. Friedland
Jeffrey H. Fried
Robin E. Frydman
Robert C. Gang
Richard G. Garrett
Brian K. Gatt
David J. George
Jeffrey Gilbert
Laurie L. Gildan
Bruce H. Giles-Klein
Howard J. Glusko
Lawrence Godofsky
Joel K. Goldman
Steven E. Goldman
Glenn E. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Matthew B. Gerson
Dianne Greenberg
Robert L. Grossman
Barbara A. Hall
Paige A. Harper
Fred F. Harris, Jr.
Steven M. Hoffman
Alberto M. Hernandez
Jeffrey A. Hirsch

Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horky
John Harrison Hough
Andrew Hulsh
John R. Hutton
Lisa Iglesias
Keith A. James
Martin Kall
Steven M. Katzman
David S. Kenin
Holly W. Kimmel
Shepard King
Steven J. Kravitz
Alan S. Kriscner
J. D. Boone Kuerssteiner
Christopher L. Kutzner
Ronald C. LaFace
Gustavo J. Lamedas
Steven A. Landy
Steven B. Lapidus
Linda E. Larrea
Nancy B. Lash
Moshe M. Leinfeld
James P. S. Leshaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Lommiert
Juan P. Loumiert
Bruce E. McDonough

Alfred J. Malefatto
Samantha D. Malloy
Fernando Margari
Ines Marrero-Priguera
Enrique J. Martin
Pedro A. Martin
Roberto Martinez
Pedro J. Martinez-Figueroa
Joel D. Maser
Juan J. Mayol, Jr.
Craig T. McClung
Robert R. McDonald
Teresa J. Moore
Janice W. Newman
Maury R. Olicker
Belacqua R. Orand
Debbie M. Orshofsky
Aileen Ortega
A. Friesner Pardo
Steven J. Pardo
Rose Parish-Ratton
Michael G. Park
Marshall R. Pasternack
Sylvia S. Penneys
Sheldon S. Polish
Roberto R. Pupo
Albert D. Quentel
Daniel E. Reed
C. Ryan Reetz
Harry Scott Richard
Douglas J. Hillstone
Andres Rivera

A. Jeffrey Robinson
Kenneth B. Robinson
Raquel A. Rodriguez
Marvin S. Rosen
Richard A. Rosenbaum
Eric D. Rosenberg
Ronald M. Rosengarten
David L. Ross
Stephen D. Sanford
Gary A. Saul
Elliot H. Scherker
Mark P. Schnupp
Clifford A. Schulman
Frank Scruggs
Randy J. Shaw
Paul A. Shelswitz
Brian J. Sherr
Lawrence Silverman
Marlene K. Silverman
Holly R. Skolnick
Denise Mender Smith
Lori A. Suchin
Charles E. Suver, Jr.
Joel L. Stocker
Douglas R. Thornburg
Robert H. Traurig
Peter L. Tunis
Merrill A. Ulmer
Brian J. Walsh
Keith Wasserman
Fern S. Watts
Elise D. Winkley

Gary Weinfeld
Jeffrey Weithorn
David E. Wells
Bradford D. West
Howard W. Whitaker
Kelly Whiter
William S. Wilson
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worton
Arthur C. Young
Julie A. Zahmiser
Robert A. Zinn

Of Counsel

Arnold J. Hoffman
Patricia Mercedes Gaudin
Amberly A. Moss, Jr.
Patrick T. O'Brien
Allan Salavin
Paul E. Shapiro
H. Allan Shore
Marc M. Watson
Julie A.S. Williamson

Melvin N. Greenberg
(1928-1994)

Myrna Anne Norman
(305) 789-5375

March 8, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: PAN AM WORLD SERVICES, INC.

Enclosed herewith is one duly executed original and one copy of ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$87.50 to cover the cost of filing and one certified copy.

Secretary of State
March 8, 1996
Page 2

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Anne Norman".

Myrna Anne Norman
Legal Assistant

FILED
96 MAR 11 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is **PAN AM WORLD SERVICES, INC.** (the "Corporation"), **Charter #P9500008931**, filed on January 30, 1995.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation on March 8, 1996 and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on March 8, 1996 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

The name of the Corporation is COBB WORLD SERVICES, INC. (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of Pan Am World Services, Inc. this 8 day of March, 1996.

PAN AM WORLD SERVICES, INC.,
a Florida corporation

BY:

Andrew R. Weston, Secretary