

**Steel Hector & Davis**  
Miami, Florida

**P95000014924**

February 21, 1995

**Via Federal Express Delivery**

FILED  
05 FEB 25 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Attn: Domestic Charters

900001413779  
-02/23/95--01067--024  
\*\*\*\*122.50 \*\*\*\*122.50

Re: HLB INTERNATIONAL SERVICES, INC.  
Our File No. 49853.2145

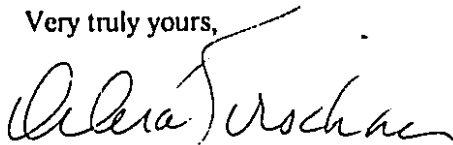
Dear Sir/Madam:

Enclosed herewith please find Articles of Incorporation, together with photocopy of same for the above named Florida corporation. Also enclosed is my firm's check in the amount of \$122.50 representing filing fees, fee for certified copy and fee for designation of registered agent.

Kindly return the certified copy to the attention of the undersigned via the enclosed Federal Express Courier Pac.

Thank you for your attention.

Very truly yours,

  
Debra Kirschner  
Legal Assistant

(encl.)

*BE* *2/22*

FILED  
95 FEB 22 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HLB INTERNATIONAL SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is HLB INTERNATIONAL SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is unknown at this time. The corporation's mailing address is c/o 200 S. Biscayne Boulevard, Ste. #4800, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State

#### ARTICLE IV

##### NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Peninsula Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is 200 S. Biscayne Boulevard, Suite 4800, Miami, Florida 33131.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The names and street addresses of the initial directors are:

Humberto Fagundez, c/o 200 S. Biscayne Boulevard (Suite 4800), Miami, FL 33131;  
Alberto H. Boulton, c/o 200 S. Biscayne Boulevard (Suite 4800), Miami, FL 33131;  
Roger Boulton, c/o 200 S. Biscayne Boulevard (Suite 4800), Miami, FL 33131; and  
Silvio Bongioanni, c/o 200 S. Biscayne Boulevard (Suite 4800), Miami, FL 33131.

## ARTICLE VIII

### INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard (Suite 4800), Miami, Florida 33131.

## ARTICLE IX

### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.


**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of February, 19 95

PENINSULA REGISTERED AGENTS, INC.

By:   
George R. Harper, Vice President

CERTIFICATE OF REGISTERED AGENT  
OF  
HLB INTERNATIONAL SERVICES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That HLB INTERNATIONAL SERVICES, INC. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami , County of Dade , State of Florida, has named Peninsula Registered Agents, Inc. , located at 200 S. Biscayne Boulevard, Suite 4800 , City of Miami , County of Dade , State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated this 21 day of February 1995.

PENINSULA REGISTERED AGENTS, INC.

By: \_\_\_\_\_

George R. Harper, Vice President