

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

**CSC networks**

MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 561451 86901Q

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 122.50

ORDER DATE : March 16, 1995

000001481510

ORDER TIME : 10:49 AM

ORDER NO. : 561451

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Gina Hardin - 86901q  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

RECEIVED  
55 MAR 16 AM 11:33  
DIVISION OF CORPORATION

DOMESTIC FILING

*P95000021580*

NAME: FALVINA CORPORATION

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

FILED  
95 MAR 16 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

*Tw*  
*3-16-95*  
*0214*

**ARTICLES OF INCORPORATION  
OF**

**FALVINA CORPORATION**

**Article I - Name and Address**

The name, address and principal place of business of this corporation is:

FALVINA CORPORATION  
3300 N.E. 192 Street  
Suite 1807  
Aventura, Florida 33180

**Article II - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**Article III - Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock, par value US \$0.01 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

**Article IV - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is:

701 Brickell Avenue  
Suite 2000  
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC REGISTERED AGENTS, INC.

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95 MAR 16 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **Article V - Incorporator**

The name and address of the initial incorporator of this corporation is:

John C. Hamlin  
3300 N.E. 192 Street  
Suite 1807  
Aventura, Florida 33180

#### **Article VI - Board of Directors**

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

John C. Hamlin  
3300 N.E. 192 Street  
Suite 1807  
Aventura, Florida 33180

Jessica V. Hamlin  
3300 N.E. 192 Street  
Suite 1807  
Aventura, Florida 33180

#### **Article VII - Officers**

The names and addresses of the initial officers of this corporation, who shall hold such offices until their successors for such offices shall have been duly elected and qualified, are:

President:	Jessica V. Hamlin 3300 N.E. 192 Street Suite 1807 Aventura, Florida 33180
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Vice-President, Secretary & Treasurer:	John C. Hamlin 3300 N.E. 192 Street Suite 1807 Aventura, Florida 33180
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#### **Article VIII - Indemnification**

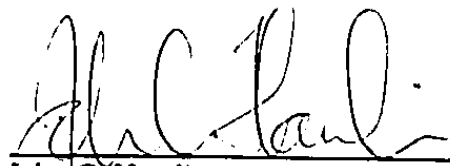
**Section 1 - Right to Indemnification.** The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was

a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

**Section 2 - Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3 - Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of March, 1995.

  
\_\_\_\_\_  
John C. Hamlin  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for FALVINA CORPORATION at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1993).

Dated this 15th day of March 1995.

WLMC REGISTERED AGENTS, INC.

By: Saturnino E. Lucio  
Saturnino E. Lucio, II  
Authorized Representative

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95 MAR 16 PM 2:56  
TALLAHASSEE, FLORIDA