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(305) 358-9200 TELECOPIER (305) 355-9617

April 10, 1995

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#### FEDERAL EXPRESS

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

CR Financial, Inc.

Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed prepaid Federal Express envelope.

Sincerely,

Margaret OD. Ryder Legal Assistant

MODR

Enclosures

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#### ARTICLES OF INCORPORATION

OF

#### CR FINANCIAL, INC.

#### ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is CR Financial, Inc. Its business mailing address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

## ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

#### ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

## ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply

with the provisions of Section 48.091, <u>Florida Statutes</u>, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

Namo	Address
Luis E. Uribe	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131
Oldemar Echandi	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131
Armando Gonzales	210 South Biscayne Boulevard Suite 1402 Miami, Florida 33131

# ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name Address

Robert B. Macaulay 1402 Miami Center

201 South Biscayne Boulevard

Miami, Florida 33131

Robert B. Macaulay, Incorporator

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing Articles of Incorporation of CR Financial, Inc. were acknowledged before me this 10th day of April, 1995, by Robert B. Macaulay, as Incorporator, who is personally known to me.

Notary Public, State of Florida

My Commission Expires:

MARGARET O'D. RYDER
MY COMMISSION & CC 222828
EXPIRES: September 18, 1998
Bonded Thru Notary Public Underwriters

(Seal)

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CR Financial, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such of lice.

Date: April 10, 1995

Dehemt D. Macaulau

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