

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
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*9500033009*

ACCOUNT NO. 9500033009

REFERENCE : 584736 10561

AUTHORIZATION : *Patricia Pizets*

COST LIMIT : 9 122.50

ORDER DATE : April 25, 1995

ORDER TIME : 9:51 AM

ORDER NO. : 584736

CUSTOMER NO: 10561

000001463680

CUSTOMER: Mr. Paulo Miranda  
BAKER & MCKENZIE

Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

*ok Miami*

NAME: HILLS, INC.

95 APR 25 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN APR 27 1995

~~*WHS 8857*~~

~~*1109, 611, 502*~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 25, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: HILLS, INC.  
Ref. Number: W95000008839

We have received your document for HILLS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The registered agent must sign accepting the designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 795A00019528

ARTICLES OF INCORPORATION  
OF

HILLS OF MIAMI, INC.

ARTICLE I

NAME

The name of this corporation is HILLS OF MIAMI and its principal office address is 701 Brickell Avenue, suite 1600, Miami, Florida 33131.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

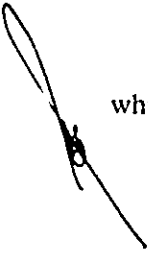
This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of no par value common stock, which shall be designated "Common Shares."

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95 APR 25 AM 11:42  
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TALLAHASSEE, FLORIDA



ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Information Services, Inc., with address at 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this Corporation is:

<u>Name</u>	<u>Address</u>
Albertoni de Lemos Bloisi	Avenida Nove de Julho 4024 São Paulo, Brazil

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into classes whose terms of office shall respectively expire at different times.

shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

#### ARTICLE X

##### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

#### ARTICLE XI

##### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

#### ARTICLE XII

##### DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### ARTICLE XIII

##### INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.


ARTICLE XIV

INCORPORATOR

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

Albertoni de Lemos Bloisi  
Avenida Nove de Julho 4024  
São Paulo, Brazil

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

  
\_\_\_\_\_  
Albertoni de Lemos Bloisi

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for <sup>HILLS OF MIAMI, INC.</sup> at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

*Gail Shelby*

\_\_\_\_\_  
Gail Shelby, as its agent  
Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301  
Registered Agent

57918

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