

# P95000036703

5/8/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING CONFIRMATION

4:18 PM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT.

TYPE: EFILE  
CORPORATE NAME: INTER-AMERICAN BUSINESS CONFERENCES, INC.

SUB-ACCOUNT NUMBER:  
METHOD OF DELIVERY: F  
FAX PHONE NUMBER: (407) 855-8877  
MAILING NAME/ADDRESS: GUNTER, YORKLEY & STEWART, P.A.  
777 S FLAGLER DR  
PHILLIPS POINT SUITE 500E  
WEST PALM BEACH

EFFECTIVE DATE

5-8-95

FL 33401-8184 US

CERTIFICATE(S) REQUESTED, NO  
ESTIMATED CHARGES, \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD, TO ABANDON THIS PROCESS, ENTER 'N'.

5/8/95

FLORIDA DIVISION OF CORPORATIONS  
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(((H0500005148))) ELECTRONIC FILING COVER SHEET  
TO, DIVISION OF CORPORATIONS FROM, GUNTER, YORKLEY & STEWART, P.A.  
DEPARTMENT OF STATE 777 S FLAGLER DR  
STATE OF FLORIDA PHILLIPS POINT SUITE 500E  
489 EAST GAINES STREET WEST PALM BEACH FL 33401-8184  
TALLAHASSEE, FL 32308 CONTACT, SHERI J MILLER  
FAX: (854) 822-4888 PHONE: (407) 855-8888  
FAX: (407) 855-8877

(((H0500005148))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
NAME: INTER-AMERICAN BUSINESS CONFERENCES, INC.  
FAX AUDIT NUMBER: H0500005148 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/08/1995 TIME REQUESTED: 16:18:34  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 878117880428

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H0500005148)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten Signature]*  
5/9

*Re Send Doc.*  
*10/15-96/69*

82:11 0-11:23

MAY-09-05 TUE 15:31

P.02

FILED

95 MAY -9 PH 4: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: M95000005148

**ARTICLES OF INCORPORATION  
OF  
INTER-AMERICAN BUSINESS CONFERENCES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**EFFECTIVE DATE**

5-8-95

**Article I**

**Name and Principal Place of Business**

The name of the corporation is **INTER-AMERICAN BUSINESS CONFERENCES, INC.**

The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

**Article II**

**Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

**Article III**

**Nature of Business**

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

**THIS DOCUMENT PREPARED BY:**

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Pauli &  
Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Tower  
Miami, Florida 33131  
Tel: (305) 376-6040

Florida Bar No.: 07104390

FAX AUDIT NO.: M95000005148

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**Article IV**

**Mailing Address**

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

**Article V**

**Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is seventy-five thousand (75,000) shares of common stock each having \$.01 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

**Article VI**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is VALDES-FAULI CORPORATE SERVICES, INC.

**Article VII**

**Directors**

(a) Number. This corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Mark A. Ludwig	2 S. Biscayne Blvd. One Biscayne Tower, #3400 Miami, Florida 33131
Jorge M. Diaz	2 S. Biscayne Blvd. One Biscayne Tower, #3400 Miami, Florida 33131

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

### Article VIII

#### Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

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(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

#### Article IX

##### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### Article X

##### Incorporator

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.  
c/o Suite 3400 - One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, Florida 33131-1897

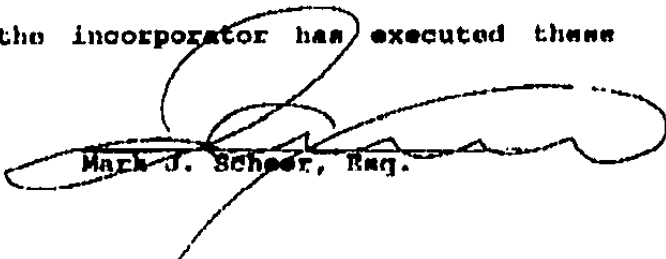
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Article XI

Amendment


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders in subject to this reservation.


IN WITNESS WHEREOF, the incorporator has executed these Articles on May 8, 1995.

  
Mark J. Schuur, Esq.


STATE OF FLORIDA        )  
                                  ) ss.:  
COUNTY OF DADE        )

The foregoing instrument was acknowledged before me on May 8, 1995 by Mark J. Schuur, Esq., known personally by me.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Largo  
Name: Rosa M. ANCLITZ  
Title: \_\_\_\_\_

 ROSA M. ANCLITZ  
Commission 00481027  
Expires Nov. 18, 1998  
Bonded by A953  
800-999-8878

My Commission Expires:

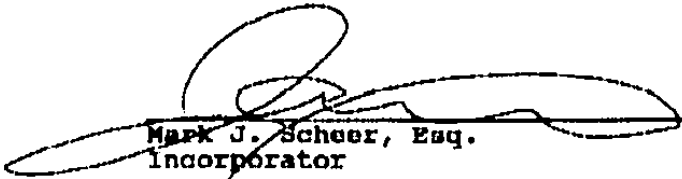
 ROSA M. ANCLITZ  
My Commission 00481027  
Expires Nov. 18, 1998  
Bonded by A953  
800-999-8878

FAX AUDIT NO.: H9500000 5148

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

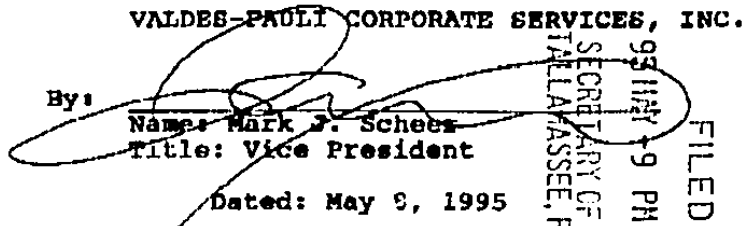
INTER-AMERICAN BUSINESS CONFERENCE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Pauli Corporate Services, Inc., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

  
Mark J. Scheer, Esq.  
Incorporator

Dated: May 8, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-PAULI CORPORATE SERVICES, INC.

By:   
Name: Mark J. Scheer  
Title: Vice President  
Dated: May 8, 1995

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95 MAY 9 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA