

1950004235

TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE COMPANY
1492 W. J. WALKER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LAFCO AMERICAS INC.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LAPCO AMERICAS INC.

ARTICLE I

The name of this corporation shall be:

LAPCO AMERICAS INC.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is 1,000 share of \$1.00 par value each.

ARTICLE IV

The Shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the Stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at 1401 N.W. 78th Avenue, Suite 200, Miami, FL 33126 with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

PREPARED BY: GUIDO A. AGUILERA, ESQ. FLORIDA BAR NO. 135749
815 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134 (305) 445.8748

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ARTICLE VII

The initial registered office of this corporation shall be at 14401 N.W. 78th Avenue, Suite 200, Miami, FL 33126. The initial registered agents at such address shall be:

JORGE A. SOBERON

ARTICLE VIII

This corporation shall at all times have at least one and not more than three Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

JORGE A. SOBERON
1401 N.W. 78th Avenue, Suite 200
Miami, FL 33126

ARTICLE X

The names and addresses of the subscribers are:

JORGE A. SOBERON
1401 N.W. 78th Avenue, Suite 200
Miami, FL 33126

ARTICLE XI

The By-Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

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JUN-16-1995 13:49 FROM EMPIRE

TO

19049224000 P.05

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:

FIRST, THAT LAPCO AMERICAS INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JORGE A. SOBERON, LOCATED AT CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

(SUBSCRIBER)

JORGE A. SOBERON

DATE:

JUNE 15th 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.

SIGNATURE:

(RESIDENT AGENT)

JORGE A. SOBERON

DATE:

JUNE 15th

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- 02- 000000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H95000014266))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: LAFCO AMERICAS INC.
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Guido Aguilera
FON. 139749
815 Ponce de Leon Blvd.
Coral Gables, FL
(305) 445-8748

#P95000047235

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ARTICLES OF AMENDMENT
OF

LAFCO AMERICAS INC.

Pursuant to Florida Statutes Section 607.187, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

ARTICLE VII is hereby amended to read as follows:

The initial registered office of this corporation shall be at 1201 N.W. 78th Avenue, Suite 200, Miami, FL 33126. The initial registered agents at such address shall be:

JORGE A. SOMERON

I hereby certify that the above amendment to the Certificate of Incorporation of LAFCO AMERICAS INC. was approved by all the Shareholders and by all the Board of Directors of the corporation at a duly called Special Meeting held on the 28th day of July, 1995 and that the votes casted at that Special Meeting was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Amendment, this 28th day of July, 1995.

Jorge A. Someron
JORGE A. SOMERON - President/Secretary

STATE OF FLORIDA } :SS
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 28th day of July, 1995 by JORGE A. SOMERON, who is personally known to me and who did take an oath.

My Commission Expires:



RAQUEL PERMANDEZ
My Commission CC318466
Expires Sep. 21, 1997
Bonded by HAW
600-422-1550

Raquel Permandez
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO:

CLERK OF STATE
TALLAHASSEE, FLORIDA

1995 DEC 21 AM 9:27

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