

# P95000050315

JORGE SANCHEZ-GALARRAGA

PROFESSIONAL ASSOCIATION

SUITE 301

1313 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134-3343

TELEPHONE (305) 443-5353  
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NEW YORK AFFILIATE  
GALLET DREYER & BERKEY  
845 THIRD AVENUE  
NEW YORK, N. Y. 10022-6011  
(212) 935-3131

June 20, 1995

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 33201

100001528541  
-06/26/95--01106--018  
\*\*\*122.50 \*\*\*122.50

RE: QIC Finance, Corp.

Gentlemen:

Enclosed are the following:

1. Original and copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,



JORGE SANCHEZ-GALARRAGA

JSG:dbd

Enclosures

FILED  
95 JUN 26 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-2895

**ARTICLES OF INCORPORATION**

**OF**

**QIC FINANCE, CORP.**

FILED

95 JUN 26 AM 10:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is QIC FINANCE, CORP.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

13301 N.W. First Lane  
Miami, Florida 33182

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

**Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and

office of this corporation is as follows:

Juan R. Diaz  
13301 N.W. First Lane  
Miami, Florida 33182

Article 6. Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Juan R. Diaz  
13301 N.W. First Lane  
Miami, Florida 33182

Marta L. Diaz  
13301 N.W. First Lane  
Miami, Florida 33182

Article 7. Incorporators

The names and addresses of the Incorporators signing these Articles of Incorporation are:

Juan R. Diaz  
13301 N.W. First Lane  
Miami, Florida 33182

Marta L. Diaz  
13301 N.W. First Lane  
Miami, Florida 33182

Article 8. Amendment of Articles

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

#### Article 9. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### Article 10. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

#### Article 11. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### Article 12. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a

majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 8th day of June, 1995.

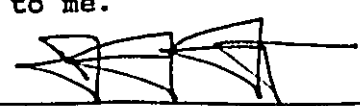
  
\_\_\_\_\_  
JUAN R. DIAZ

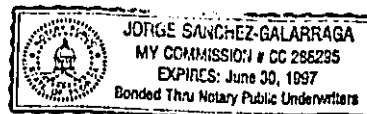
  
\_\_\_\_\_  
MARTA L. DIAZ

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

ss:

The foregoing instrument was acknowledged before me on this 8th day of June, 1995, by JUAN R. DIAZ and MARTA L. DIAZ, his wife, who are personally known to me.

  
\_\_\_\_\_  
JORGE SANCHEZ-GALARRAGA  
NOTARY PUBLIC, State of Florida



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.

95 JUN 26 AM 10:22  
CREW STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That QIC FINANCE, CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Juan F. Diaz, located at 13301 N.W. First Lane, City of Miami, County of Dade, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
Juan R. Diaz  
Registered Agent