

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 0721000000

REFERENCE : 628801 114503A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 29, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 628801

CUSTOMER NO: 114503A

CUSTOMER: Ms. Ana Perez-fernandez  
WILLIAM G. BELL, ESQ

5200 Blue Lagoon, Suite 430

Miami, FL 33126

600001526856  
-06/29/95--01038--015  
\*\*\*\*122.50 \*\*\*\*122.50

**RUSH WILL WAIT**

DOMESTIC FILING

**RUSH WILL WAIT**

RUSH WILL WAIT

NAME: O.M.C. INTERNATIONAL, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andree C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
JUN 29 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JUN 29 1995

ARTICLES OF INCORPORATION  
OF  
O.M.C. INTERNATIONAL, INC.

FILED  
95 JUN 29 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of O.M.C. INTERNATIONAL, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

O.M.C. INTERNATIONAL, INC.

and the principal place of business is:

c/o Nicolas Fernandez, Esq.  
5200 Blue Lagoon Drive  
Suite 430  
Miami, Florida 33126

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in real estate investment and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 430, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Nicolas Fernandez, Esq.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have three (3) director(s) initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director(s) are:

Marcus Freund  
Oliver Freund  
Christoph Freund

Unit 1607  
5601 Collins Avenue  
Miami Beach, Florida 33140

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

Nicolas Fernandez, Esq.      5200 Blue Lagoon Drive  
Suite 430  
Miami, Florida 33126

**ARTICLE VIII. BYLAWS**

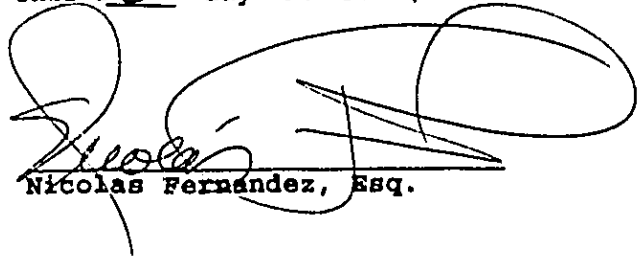
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting

by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of June, 1995.




Nicolas Fernandez, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED  
95 JUN 29 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent for O.M.C.  
INTERNATIONAL, INC., in the foregoing Articles of Incorporation, I  
hereby agree to accept service of process for said corporation and  
to comply with any and all statutes relative to the complete and  
proper performance of the duties of registered agent.



Nicolas Fernandez, Esq.