

06/30/95 1:05 PM FAX-T CORPORATE AGENTS (305) 592-1111

6/30/95 FLORIDA DIVISION OF CORPORATIONS 1:05 AM

TO: DIVISION OF CORPORATIONS FROM: FAG-T CORP. AGENTS, INC.  
DEPARTMENT OF STATE 8405 NW 53RD ST  
STATE OF FLORIDA SUITE C-100  
409 EAST GAINES STREET MIAMI FL 33166-302-4610  
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ  
FAX: (904) 922-4000 PHONE: (305) 599-0839  
FAX: (305) 592-9591

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: B & I MIAMI BRANCH INC.

FAX AUDIT NUMBER: H95000007318 CURRENT STATUS: REQUESTED  
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**ARTICLES OF CORPORATION  
OF  
B. & I. MIAMI BRANCH CORP.**

The undersigned subscriber to these Articles of Corporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

**B. & I. MIAMI BRANCH CORP.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any and lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state county territory or nation.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

9617 S.W. 118 Ave.  
Suite 101  
Miami, FL 33186

**ARTICLE IV - CAPITAL STOCK**

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000)

**ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent of this Corporation is:

**JUAN RODRIGO ISAZA**  
9617 S.W. 118 Ave.  
Miami, FL 33186

**ARTICLE VI - TERM OF EXISTENCE**

The corporation shall exist perpetually unless sooner dissolved according to Florida law.

Prepared by: Juan Rodrigo Isaza  
9617 S.W. 118 Ave.  
Miami, FL 33186  
(305) 595-9213

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**ARTICLE VII - SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VIII - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE IX - SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation of the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE X - INITIAL OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Director(s) of the corporation are as follows:

JUAN R. ISAZA  
9617 S.W. 118 Ave  
Miami, FL 33186

NELSON BERNAL  
13455 S.W. 119 Street  
Miami, FL 33186

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### ARTICLE XI - INCORPORATOR

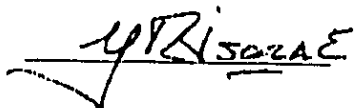
The name and street address of the Incorporation to these Articles of Incorporation is:

JUAN R. ISAZA  
9617 S.W. 118 Ave  
Miami, FL 33186

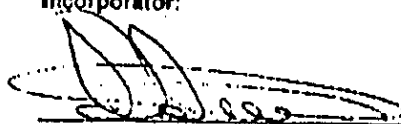
NELSON BERNAL  
13455 S.W. 119 Street  
Miami, FL 33186

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
27 day of JUNE, 1995

Incorporator:



Incorporator:



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## CERTIFICATE OF DESIGNATION

## REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

B. & I. MIAMI BRANCH CORP.

2. The name and address of the registered agent and office is:

JUAN R. ISAZA  
9617 S.W. 118 Ave.  
Miami, FL 33186

Signature: Date: 6-27-95

## ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature: Date: 6-27-95

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TALLAHASSEE, FLORIDA

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