

1201 HAYS STREET
TALLAHASSEE, FL 32301
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PR60007084

ACCOUNT NO. : 072100000032

REFERENCE : 015699 *Patricia Pyzdek*

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 23, 1996

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ORDER TIME : 9:37 AM

ORDER NO. : 015699

CUSTOMER NO: 4303929

CUSTOMER: Ms. Cinzia Delgado
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3230

DOMESTIC FILING

NAME: HAMILTON INVESTMENT ADVISORY
SERVICES, 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: Unassigned
C. Brown

EXAMINER'S INITIALS: _____

RECEIVED
96 JAN 23 AM 11:22
DIVISION OF CORPORATION

FILED
96 JAN 23 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 23 1996

ARTICLES OF INCORPORATION
OF
HAMILTON INVESTMENT ADVISORY SERVICES, INC.

FILED
96 JAN 23 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is HAMILTON INVESTMENT ADVISORY SERVICES, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3750 N.W. 87th Avenue, Miami, Florida 33178.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is four, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

John Foley	3750 N.W. 87th Avenue Miami, Florida 33178
Eduardo Mas Ferrer	3750 N.W. 87th Avenue Miami, Florida 33178
Edmundo McCarthy	3750 N.W. 87th Avenue Miami, Florida 33178
Ronald Lacayo	3750 N.W. 87th Avenue Miami, Florida 33178
Adolfo Martinez	3750 N.W. 87th Avenue Miami, Florida 33178

ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is c/o Patricia Menendez Cambo, Esq. Greenberg, Traurig, et al., 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22 day of January, 1996.



Patricia Menendez Cambo
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HAMILTON INVESTMENT ADVISORY SERVICES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Corporation Service Company

By: *Gail Shelby*
Gail Shelby as its agent
Registered Agent

DATED: January __, 1996

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TALLAHASSEE, FLORIDA