

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0111 FAX

000-342-8086



P9600013914

ACCOUNT NO. 072100000032

REFERENCE : 843099 4336650

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 12, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 843099

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: CROSSBORDER INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: T. BROWN FEB 14 1996

900001712319
-02/12/96-01047-004
*****122.50 *****122.50

FILED
RECEIVED
96 FEB 14 PM 1:58
96 FEB 12 PM 12:09
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

109-5254

1109-532(V)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CROSSBORDER INC.
Ref. Number: W96000003234

We have received your document for CROSSBORDER INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please complete Article(s) V.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 096A00006234

**ARTICLES OF INCORPORATION
OF
CROSSBORDER INC.**

FILED
96 FEB 14 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Crossborder Inc. and its mailing address is 8859 Dickens Avenue, Surfside, Florida 33154.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Naya Street Tallahassee, Fl. 32301, and the name of the initial registered agent of this Corporation at that address is CORPORATION SERVICE COMPANY.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the directors of this Corporation are:

Jacques Chahbazian	Unit 1216-1217, 12/F, Tower A New Mandarin Plaza 14 Science Museum Road Tsim Sha Tsui East, Kowloon Hong Kong
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Lorance Dutreux	8859 Dickens Avenue Surfside, Florida 33154
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ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include,

but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

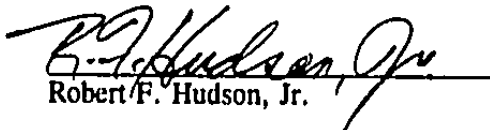
ARTICLE XIV

INCORPORATOR

The name and address of the person signing these Articles is:

Robert F. Hudson, Jr.
701 Brickell Avenue
Suite 1600
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21 day of February, 1996.


Robert F. Hudson, Jr.

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
96 FEB 14 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FL 32399

The undersigned, having been named as Registered Agent for Crossborder Inc. at the office designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

CORPORATION SERVICE COMPANY

Gail Shelby Gail Shelby, As Agent
Registered Agent

MIAMI01757



P96000013914

ACCOUNT NO. : 072100000032

REFERENCE : 302675 4336650

AUTHORIZATION :

COST LIMIT : \$ 87.50 PPD

ORDER DATE : March 21, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 302675-005

CUSTOMER NO: 4336650

600002120256-3
-03/21/97--01025--011
*****87.50 *****87.50

CUSTOMER: Robert Hudson, Jr., Esq
Baker & McKenzie
Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: CROSSBORDER INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

None
Change
3-21-97

FILED
97 MAR 21 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 21 AM 10:43
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CROSSBORDER INC.

FILED
97 MAR 21 PM 1:53
SECRETARY OF STATE
FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Crossborders Inc. (the "Corporation").
2. In order to change the name of the Corporation, Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE I

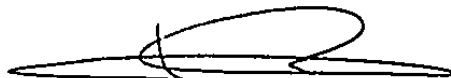
NAME

The name of this corporation is Crossborders Inc. and its mailing address and principal place of business is 1641 Jefferson Avenue, 5th Floor, Miami Beach, FL 33139.

3. The foregoing Amendment to the Articles of Incorporation was adopted by the Board of Directors of the Corporation and approved by joint resolution of the Corporation's shareholders and Directors on January 31, 1997, in accordance with Sections 607.1003 and 607.1006 of the Act.

4. The Amendment to the Articles of Incorporation effecting the name change shall be effective on the date of filing of these Articles of Amendment with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 19 day of MARCH, 1997.



Philippe Pictri, President