

P96000014672

Susan Delgado
624 Encobar Avenue
Coral Gables, Florida 33134

February 12, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: Global A.V., Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 made payable to the Secretary of State covering the cost of filing same and one certified copy of the filed document.

Kindly file the enclosed document accordingly and return the certified copy to the undersigned in the enclosed self-addressed stamped envelope.

If you have any further questions in connection with this matter, please feel free to contact me at 305-579-0428.

Sincerely,


Susan Delgado

Enclosures

SN FEB 16 1996

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 10/13/00 BY 60322

ARTICLES OF INCORPORATION
OF

GLOBAL A.J., INC.

FILED
26 FEB 13 AM 10:28
TALLAHASSEE, FLORIDA

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Global A.J., Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

624 Escobar Avenue
Coral Gables, Florida 33134

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33134

The name of the corporation's initial registered agent at that office is Susan Delgado.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Susan Delgado
c/o 5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Indemnification

The corporation shall indemnify every person who is or was a director of the corporation to the fullest extent permitted by law, including, without limitation, to the fullest extent provided in this Article VII.

(1) The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a

presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

ARTICLE VII

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Incorporation have
been executed this 12th day of February, 1996


Susan Delgado, Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Global A.J., Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: February 12, 1996.


Susan Delgado,
Registered Agent

FILED
23 FEB 13 AM 10:28
TALLAHASSEE, FLORIDA

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GLOBAL A.J., INC.
15053 S.W. 43rd Lane
Miami, Florida 33185
(305) 223-5298

March 22, 1996

Secretary of State
New Filing Section
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Global A.J., Inc.

Gentlemen:

This letter will serve as written notice that the above referenced corporation has changed its address and telephone number from 624 Escobar Avenue, Coral Gables, Florida 33134, (305) 579-0428 to the following information:

15053 S.W. 43rd Lane
Miami, Florida 33185
(305) 223-5298

Please forward any future notices or correspondence to the new address.

Sincerely,

Susan Delgado
SUSAN DELGADO,
Secretary

smd

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