

Document Number Only

96000014992

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

8000001717568
-02/19/96--01001--023
*****70.00 *****70.00

CORPORATION(S) NAME

Mutuelles Du Mans Management Company of Miami, Inc.

☒ Profit Arts of Inc.

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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DIVISION OF CORPORATION

CR2E031 (1-89)

BROWN FEB 19 1996

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96 FEB 16 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

MUTUELLES DU MANS MANAGEMENT COMPANY OF MIAMI, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

MUTUELLES DU MANS MANAGEMENT COMPANY OF MIAMI, INC.

SECOND: The address of the principal office and the mailing address of the corporation is: c/o Robins, Kaplan, Miller & Ciresi, 2600 One Atlanta Plaza, 950 E. Paces Ferry Road, Atlanta, Georgia 30326

THIRD: The number of shares the corporation is authorized to issue is: 1,000,000 (one million) Common

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The number of directors constituting the initial board of directors of the corporation is 2, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Clement Jourdain	Av. Francisco de Mirand Ed. Parque Cristal, Torre Este Piso 3. Oficina 3-10 Los Palos Grandes Caracas 1062 Venezuela
Charles Werner Skrzynski	19-21 Rue Chanzy 72030 Le Mans Cedex 9 France

SIXTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Joey Bryan	C T Corporation System 660 East Jefferson Street Tallahassee, Florida 32302
Tamara Odom	C T Corporation System 660 East Jefferson Street Tallahassee, Florida 32302
	C T Corporation System 660 East Jefferson Street Tallahassee, Florida 32302

Seventh: A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (1) for a violation of the criminal law (unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to

believe his conduct was unlawful), (2) for any transaction from which the director derived an improper personal benefit, (3) for voting for or assenting to a distribution made in violation of the Florida Business Corporation Act, section 607.0834, or the Articles of Incorporation if it is established that he did not perform his duties in compliance with the Florida Business Corporation Act, section 607.0830, or (4) for acts or omissions which involve willful misconduct or conscious disregard for the best interests of the corporation.

Eighth: Shareholder action may be taken without a meeting if written consent, setting forth the action so taken, is signed by persons who would be entitled to vote not less than the minimum number of shares that would be necessary to authorize or take the action, subject to the provisions of the Florida Business Corporation Act.

The undersigned has executed these Articles of Incorporation

This 17th day of February, 1996.

Samara Odo
[Signature]

Acceptance by the Registered Agent as required in Section
607.0501 (3) F.S.: C T Corporation System is familiar with
and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated February 17, 1996.

By Connie Bryan
Connie Bryan
Assistant Secretary

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TALLAHASSEE, FLORIDA

P96 000014992

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
ATTORNEYS AT LAW

ATLANTA
BOSTON
CHICAGO
LOS ANGELES
MINNEAPOLIS
ORANGE COUNTY
SAINT PAUL
SAN FRANCISCO
WASHINGTON, D. C.

2000 ONE ATLANTA PLAZA
850 EAST PACES FERRY ROAD, N. E.
ATLANTA, GEORGIA 30326-1110
TELEPHONE (404) 233-1114
FACSIMILE (404) 233-1207

MARK E. JEFFERSON
*Not yet admitted to practice in Georgia
Ext. 3012

April 9, 1997

Florida Department of State
Division of Corporations
Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

600002142516-4
-04/14/97-01150-006
*****35.00 *****35.00

Re: Mutuelles du Mans Management Company of Miami, Inc.
Our File No. 030834.0000

Dear Sir or Madam:

On behalf of Mutuelles du Mans Management Company of Miami, Inc., enclosed herewith for filing are (i) two originals of a Statement of Change of Registered Office or Registered Agent or Both for Corporations and (ii) a check in the amount of \$35.00, payable to the Florida Secretary of State.

Please date stamp one of the originals and return it to me in the enclosed self-addressed stamped envelope. If you have any questions, please call me at (404) 233-1114.

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

Mark E. Jefferson
Mark E. Jefferson*

MEJ/sh
Enclosures

*Not yet admitted to practice in Georgia. Admitted to practice in S.C. only.

APR 17 1997

3016879-1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 11:41

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

1. The name of the corporation is: Mutuellos du Mans Management Company of Miami, Inc.

2. The mailing address of the corporation is : 2333 Ponce de Leon Boulevard, Suite 302
Coral Gables, Florida 33134

3. Date of incorporation/qualification: February 16, 1996 Document number: P96000014992

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Clement Jourdain

2333 Ponce de Leon Boulevard, Suite 302

Coral Gables, Florida 33134

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

4/2/97
(Date)

Clement Jourdain, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative 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 of Registered Agent)

4/3/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

P96000014992

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
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BOSTON
CHICAGO
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FACSIMILE (404) 233-1267

MARK E. JEFFERSON
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April 9, 1997

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(Date)

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(Capacity)