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*Laurie C. Beloff, Esq.*

11900 Bayview Blvd., Suite 290  
North Miami, FL 33181

*Laurie C. Beloff, Esquire*

*Telephone: (305) 899-0004*

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February 5, 1996

Secretary of State's Office  
Division of Corporations  
The Capitol  
Tallahassee, Florida

300001710593  
-02/08/96--01075--003  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

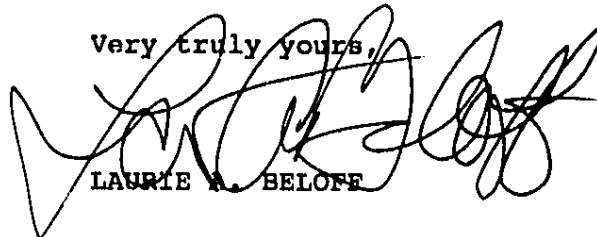
Re: Inversiones Fibanca, Inc.

Dear Sir:

I am enclosing the original and two copies of the Articles of Incorporation for the above named corporation. I have also enclosed my check in the amount of \$122.50 (\$35 filing fee, \$35 registered agent fee and \$52.50 for a certified copy)

Please process these articles of incorporation as soon as possible.

Very truly yours,



LAURIE A. BELOFF

LAB/is  
Enclosure

(96-10.2)

789,510,671  
w96-3292

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 20 PM 1:33

GB 2/20/96

*Law Offices of Laurie A. Beloff, P.A.*

*1400 Bayview Blvd., Suite 290  
North Miami, FL 33181*

*Laurie A. Beloff, Esquire*

*Telephone: (305) 899-0004  
Facsimile: (305) 899-8229*

February 16, 1996

Secretary of State's Office  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Inversiones Fibanca, Inc.  
Reference No. W96000003292

Dear Sir:

I am returning the Articles of Incorporation for reference the above for filing. The English translation of the corporate name is:

Fibanca Investments, Inc.

I trust this will be all the information required to process the articles of incorporation.

Very truly yours,

  
LAURIE A. BELOFF

LAB/is  
Enclosures

(96-10.3)

RECEIVED  
95 FEB 20 PM 1:33  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

**FILED**  
96 FEB 20 PM 1:34  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

February 13, 1996

**LAURIE A. BELOFF, ESQUIRE**  
11900 BISCAYNE BLVD SUITE 290  
NORTH MIAMI, FL 33181

**SUBJECT: INVERSIONES FIBANCA, INC.**  
Ref. Number: W96000003292

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

Please provide an English translation for the entity's name in your cover letter.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 296A00006272

ARTICLES OF INCORPORATION  
OF  
INVERSIONES FIBANCA, INC.

FILED  
96 FEB 20 PM 11:34  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

PEDRO LUIS MARTIN, a natural person or persons competent to contract, does hereby make, acknowledge and file in the office of the Secretary of State of Florida, for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida pursuant to the Florida General Corporation Act, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be:

INVERSIONES FIBANCA, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

### ARTICLE III

#### GENERAL NATURE OF BUSINESS, POWERS & PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business or activity, such activities shall be in any manner related to and associated with, but not necessarily limited to the purchase of bonds and the importing and exporting of merchandise and precious gems.

### ARTICLE IV

#### AUTHORIZED CAPITAL STOCK

The maximum numbers of shares of stock that this Corporation is authorized to have outstanding at any time shall be 100 shares of common stock, all of a single class, such shares to be of \$1.00 par value each, all of which shares shall be issued fully paid and non-assessable. Each of said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. No holder of common stock shall be entitled to any right of cumulative voting. The capital stock of this corporation may be paid for in lawful money of the United States of America, or in property, labor or services at a fair and just valuation to be fixed by the stockholders, or by unanimous vote of the Board of Directors, at any regular or special meeting of this corporation. Property, labor or services may also be purchased with the capital

stock of this Corporation at such variations as shall be fixed by the stockholders, or by unanimous vote of the Board of Directors at any regular or special meeting of this corporation.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE

The street address of the principal office of this Corporation is 11900 Biscayne Boulevard, Suite #290, North Miami, Florida 33181, but this Corporation shall have the power to move the registered office to any other address in the State of Florida that may be deemed expedient.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at the same address as stated in Article V hereinabove stated is Laurie A. Beloff, but this corporation shall have the power to change the name of the registered agent to any other person located in the registered office of this corporation in the State of Florida that may be deemed expedient.

#### ARTICLE VII

##### NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than five (5), the number to be fixed as

provided by the By-laws of this corporation. Any director may be removed at any annual or special meeting of the stockholders by the same vote as is required to elect a Director. The Directors shall have their compensation fixed by the stockholders of this Corporation.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The name and street address of the first member(s) of the first Board of Directors, who, unless otherwise provided by the By-laws, or removed as provided herein, shall hold office for the first year of existence of this Corporation, or until his or her successors are elected or appointed and have qualified, shall be:

Pedro Luis Martin  
4405 N.W. 73rd Avenue, #30-428  
Miami, Florida 33166-6400.

#### ARTICLE IX

##### INCORPORATOR(S)

The name and street address of the incorporator(s) of these Articles of Incorporation are:

Pedro Luis Martin  
4405 N.W. 73rd Avenue, #30-428  
Miami, Florida 33166-6400

#### ARTICLE X

##### CLASSES OF DIRECTORS

The Directors of this Corporation may be divided into classes as shall be more specifically provided for in the By-laws of this Corporation.

#### ARTICLE XI

This corporation shall indemnify any officer, incorporator, or director, or any former officer, incorporator or director, to the full extent permitted by law. In addition, and not by way of limitation of the foregoing, this Corporation shall have the power, at its sole discretion to purchase and maintain insurance on behalf of any person who is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not this Corporation would have the authority to indemnify him or her against such liability under the provisions of the Articles, or under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification as they may deem proper. The foregoing right or indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer or stockholder may be entitled to as a matter of law or otherwise.

#### ARTICLE XII

The power to adopt, alter, amend or repeal by the By-laws of this Corporation shall be vested in the Board of Directors and the Stockholders; however, the stockholders may repeal or change the By-laws adopted by the Board of Directors and the stockholders may prescribe in any By-laws made by them that such By-laws may not be



altered, amended or repealed by the Board of Directors.

**ARTICLE XIII**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any and all rights conferred upon the stockholders of this Corporation are subject to this reservation. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We the undersigned, the incorporator and registered agent, have executed these Articles of Incorporation this 5 day of February, 199   at Miami, Florida; and LAURIE A. BELOFF having been named to accept service of process for the above stated Corporation, at the place designated in this certificate I, Laurie A. Beloff hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

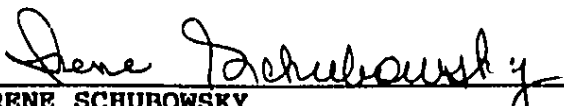
  
PEDRO LUIS MARTIN  
INCORPORATOR

LAURIE A. BELOFF  
Registered Agent

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared PEDRO LUIS MARTIN, to me well known and known to me to be the individual(s) described in and who executed the above and foregoing Articles of Incorporation of INVERSIONES FIBANCA, INC. and LAURIE A. BELOFF accepted to act as Registered Agent of said Corporation, and he or she acknowledged before me that he or she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5 day of Feb 1996.

  
IRENE SCHUBOWSKY  
NOTARY PUBLIC - STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES:

