

2/21/96

11:26 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GUNES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FAST COPY AGENTS, INC.

8005 W. 13RD ST
SUITE C-100
MIAMI FL 33166-

CONTACT: LIDIA FERNANDEZ

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000002490))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE AMERICAN SECURITIES CORPORATION

FAX AUDIT NUMBER: H96000002490

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/21/1996

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
THE AMERICAS SECURITIES CORPORATION

ARTICLE I - NAME

The name of this Corporation is The Americas Securities Corporation

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ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is 701 Brickell Avenue, Suite 2550, Miami, Florida 33131.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared by: Kaufman, Rossin & Co.
701 Brickell Avenue, Suite 2550
Miami, Fl 33131
(305) 857-6795

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 701 Brickell Avenue, Suite 2550, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is **MARK SMITH**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have **ONE (1)** director initially. 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 (1)**.

The name and address of the initial director of this Corporation is

ROBERT KOFFLER

**701 BRICKELL AVENUE
SUITE 2550
MIAMI, FLORIDA 33131**

ARTICLE VIII - INCORPORATOR

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

**MARK SMITH
701 BRICKELL AVENUE
SUITE 2550
MIAMI, FLORIDA 33131**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 16 day of February, 1996.

Incorporator

H96000002490

STATE OF FLORIDA

COUNTY OF DADE

)
) SS.

The foregoing instrument was acknowledged before me on February 16, 1996, by
Mark Smith, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: Michelle Moyano
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission CC47121b
Expires Jul. 08, 1999
Bonded by ABE
800-882-8878

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CERTIFICATE OF REGISTERED AGENT
OF
THE AMERICAS SECURITIES CORPORATION

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted in compliance with said Act.

That Americas Securities Corporation desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named MARK SMITH, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 16 day of February, 1996.

MARK SMITH

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TALLAHASSEE, FLORIDA

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