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March 25, 1996

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-03/27/96--01082--018  
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Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Our File No. 50001076.001 Formation of INTERVALORES, U.S.A.,  
INC.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation for:


INTERVALORES, U.S.A., INC.

together with our check in the amount of \$ 87.50, covering the cost of filing and the issuance  
of one certified copy.

Please file the enclosed original, certify the enclosed duplicate and return to us.

If you have any questions about this filing, please call me.

Yours sincerely,

  
Charles Lea Hume

CLH/mr  
Enclosure  
84210

FILED  
95 MAR 27 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
4/3/96

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**ARTICLES OF INCORPORATION  
OF  
INTERVALORES, U.S.A., INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be INTERVALORES, U.S.A., INC..

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is Ten Thousand (10,000) shares. All such shares shall be of a single class, designated as common, having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE V**

The corporation elects to have preemptive rights.

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TALLAHASSEE, FLORIDA  
STATE SECRETARY OF STATE

## **ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE IX**

The number of directors of the corporation shall be fixed by the bylaws of the corporation.

## **ARTICLE X**

The initial registered agent of the corporation is Charles Lea Hume. The street address of the corporation's initial registered office is:

C/O Baker & McKenzie  
Barnett Tower, Suite 1600,  
701 Brickell Avenue,  
Miami, Florida 33131-2827.

## ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

C/O Baker & McKenzie  
Barnett Tower, Suite 1600,  
701 Brickell Avenue,  
Miami, Florida 33131-2827.

## ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Charles Lea Hume, Esq.  
Baker & McKenzie  
Barnett Tower, Suite 1600,  
701 Brickell Avenue,  
Miami, Florida 33131-2827.

The undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of March, 1996.

  
CHARLES LEA HUME, Incorporator

## CONSENT TO SERVE AS REGISTERED AGENT FOR INTERVALORES, U.S.A., INC.

Having been named in the state of Florida 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.

Date: March 25, 1996

  
CHARLES LEA HUME, Registered Agent

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