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ACCOUNT NO. : 072100000032
REFERENCE : 900990 4311639
AUTHORIZATION :
COST LIMIT : \$ PREPAID

96 APR -5 PM 12:12
FILED
RECORDING DIVISION
TALLAHASSEE, FLORIDA

ORDER DATE : April 5, 1996
ORDER TIME : 11:26 AM
ORDER NO. : 900990
CUSTOMER NO: 4311639

CUSTOMER: Matt Anderson, Legal Assistant
AKERMAN SENTERFITT & EIDSON
27th Floor
1 Southeast 3rd Avenue
Miami, FL 33131

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DOMESTIC FILING

NAME: CAP INTERNATIONAL ASSOCIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: _____

*HJ-96
TB*

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
CAP INTERNATIONAL ASSOCIATES, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FILED
96 APR -5 PM 2:12
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is CAP INTERNATIONAL ASSOCIATES, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is 2937 SW 27th Avenue, Suite 201, Miami, Florida 33133.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is One SE 3rd Avenue, 28th Floor Miami, Florida 33131. The name of the corporation's initial registered agent at that office is American Information Services, Inc.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Richard L. Schanerman, One SE 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI

DIRECTOR

The name and street address of the individual who is to serve as the initial director of the corporation is Marcos Machado, 2937 SW 27th Avenue, Suite 201, Miami, Florida 33133.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of April, 1996.

A handwritten signature in cursive script, appearing to read "Richard L. Schanerman", written over a horizontal line.

Richard L. Schanerman, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

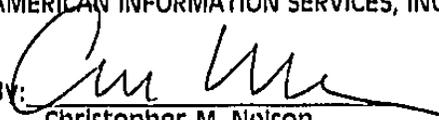
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of CAP International Associates, Inc., a Florida corporation, (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of April, 1996.

AMERICAN INFORMATION SERVICES, INC.

BY:


Christopher M. Nelson,
President

WP2.IMBA.CORPSCAP-ARTICLES

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