

4/08/96

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32310

MIAMI, FL 33135

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CONTACT: BOB STONEMAN

PHONE: (305) 541-3804

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CUBA CONSULTING GROUP, INC.

FAX AUDIT NUMBER: H96000004975

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 APR 1996

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ARTICLE I  
OF  
CUNA CONSULTING GROUP, INC.

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE II  
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:  
CUNA CONSULTING GROUP, INC.  
999 Ponce de Leon Boulevard  
Suite 1110  
Coral Gables, FL 33134

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95 APR -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III  
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE IV  
PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE V  
AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 7,500. Such shares shall be Common Stock of a single class and shall have a \$1.00 par value.

ARTICLE VI  
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

ARTICLE VII  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

Enrique J. Ventura  
FL. Bar No. 794937 (305) 444.0032  
999 Ponce de Leon Blvd. # 1110  
Coral Gables, FL 33134

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The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Amaury Cruz, Esq., 1740 Coral Way, Suite A-1, Miami, FL 33148.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

#### ARTICLE VII

##### DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) director at any time. The name and address of the person who is to serve as member of the Initial Board of Directors is:

ENRIQUE J. VENTURA, JR.  
999 Ponce de Leon Boulevard  
Suite 1110  
Coral Gables, FL 33134

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

#### ARTICLE VIII

##### INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation are:

ENRIQUE J. VENTURA, JR.  
999 Ponce de Leon Boulevard  
Suite 1110  
Coral Gables, FL 33134

#### ARTICLE IX

##### AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced

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by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

INFORMAL ACT OF DIRECTORS

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

MEETING

The Corporation may hold its meetings of Stockholders and/or Directors either within or without the State of Florida.

ARTICLE XIII

STOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the

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Stockholder's agreements) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or

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agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on the 14 day of April 1996.

ARTICLE XV

INDEMNIFICATION

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed, are:

President:

Enrique J. Ventura, Jr.  
999 Ponce de Leon Blvd.  
Suite 1110  
Coral Gables, FL 33134

Secretary:

Ileana Muñoz-Renfroe  
8230 S.W. 43rd Street  
Miami, FL 33155

Vice-President:

Amaury Cruz  
1740 Coral Way  
Miami, FL 33145

Treasurer:

Alex Franco  
999 Ponce de Leon Blvd.  
Suite 1110  
Coral Gables, FL 33134

  
Incorporator

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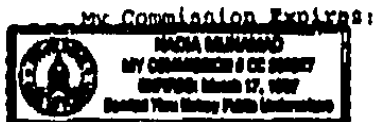
STATE OF FLORIDA )  
COUNTY OF DADE )

SS

BEFORE ME, the undersigned authority, personally appeared ENRIQUE J. VENTURA, JR., to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 4th  
day of April 1996.

*[Signature]*



NOTARY PUBLIC, STATE OF FLORIDA

DESIGNATION OF REGISTERED AGENT

In compliance with Section 40.091, FLORIDA STATUTES, the following is submitted:

THAT CUBA CONSULTING GROUP, INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Dade, State of Florida, has named: AMAURY CRUZ, ESQ. as its Agent to accept Service of Process within this State.

*[Signature]*  
Incorporator  
TITLE: Director and President  
DATE: 4/4/96

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ACKNOWLEDGMENT

Having been appointed to accept Service of Process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

[Signature]  
Amaury Cruz, Registered Agent

IN WITNESS THEREOF, the Incorporator has hereunto subscribed this name, on the 4<sup>th</sup> day of April, 1996.

[Signature]  
Incorporator

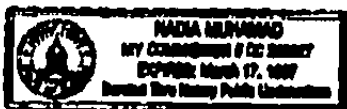
STATE OF FLORIDA )  
COUNTY OF DADE ) SS

BEFORE ME, the undersigned authority, personally appeared ENRIQUE J. VENTURA, JR., who being first duly sworn, deposes and says: that he is the person named in the foregoing Articles of Incorporation and that he has read the same, knows the contents thereof and that the same are true.

SWORN TO AND SUBSCRIBED before me this 4<sup>th</sup> day of April, 1996.

My Commission Expires:

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA



FILED  
96 APR - 8 PM 5:00  
SECRETARY OF STATE

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