

P96000032435

IRWIN M. FROST, P.A.
SUITE 1400
1101 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0000
TELECOPY (305) 374-0550

April 4, 1996

Secretary of State
State of Florida
Corporate Records Bureau
Division of Corporations
The Capitol
Tallahassee, FL 32304

00000001 1172300000
04/09/96 0105 018
***122.50 ***122.50

Re: Citico FSC Services (USA) Inc

EFFECTIVE DATE
April 4, 1996

Gentlemen:

Enclosed please find the Articles of Incorporation for filing, along with our check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy of the Articles	52.50
Registered Agent Fee	35.00

Please return a certified copy of the Articles of Incorporation in the enclosed self addressed stamped envelope.

Very truly yours,

IRWIN M. FROST, P.A.



IRWIN M. FROST

/rz
Encls.
1coc338a.02a

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 11 1996

96 APR -8 2:11:11

FILED

GB 4/15/96

95 APR - 8 11:11:11

OFFICE OF THE CLERK OF THE SUPREME COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CITCO FSC SERVICES (USA) INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is CITCO FSC SERVICES (USA) INC.

EFFECTIVE DATE

April 4, 1996

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent and the initial registered office of the corporation is 1101 Brickell Avenue, Suite 1400, Miami, FL 33131 and the initial registered agent of the corporation at that address is IRWIN M. PROST. The mailing address of the corporation is 1101 Brickell Avenue, Suite 1400 Miami, FL 33131.

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and street address of the member(s) of the first Board of Directors of the Corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Jackie D. MacGregor	701 Brickell Avenue Suite 1270 Miami, FL 33131
J.P. de Langen	701 Brickell Avenue Suite 1270 Miami, FL 33131

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communi-

cations equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Irwin M. Frost	1101 Brickell Avenue Suite 1400 Miami, FL 33131

ARTICLE XI

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

EXECUTED at Miami, Florida, this 4th day of April, 1996.



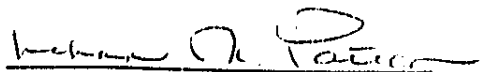
IRWIN M. FROST

STATE OF FLORIDA)

COUNTY OF DADE)

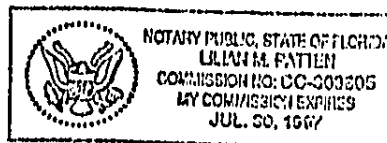
BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the person who subscribed to the foregoing Articles of Incorporation of and acknowledged that she freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 4th day of April, 1996.



Notary Public, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

FILE
96 APR -9 11:11
1996

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

CITICO FSC SERVICES (USA) INC.,

desiring to organize under the laws of the State of Florida, hereby designates **IRWIN M. FROST** its registered agent and 1101 Brickell Avenue, Suite 1400, Miami, FL 33131 as its registered office.

ACCEPTANCE


Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.


IRWIN M. FROST

STATE OF FLORIDA)
 :
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 4th day of April, 1996.


Notary Public, State of Florida
at Large
My Commission Expires:

lcpc402a.01a

