

APR-12-96 17:32

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4/12/96

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TO: DIRECTOR, DIVISION OF CORPORATIONS  
FROM: GUNTER, DAKLEY, PAUL (MIAMI OFFICE)  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: LOUIS SANTORO  
PHONE: (305) 376-6029  
FAX: (305) 376-6010

(((H96000005236))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BOQUEBUS (FLORIDA), INC.

FAX AUDIT NUMBER: H96000005236 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/12/1996 TIME REQUESTED: 15:25:37  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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96 APR 15 PM 1:49  
TALLAHASSEE, FLORIDA

4/15

APR 15 1996  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H96000005236

**ARTICLES OF INCORPORATION  
OF  
BOQUEBUS (FLORIDA), INC.**

RECEIVED DATE  
4/12/08

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

**Article I**

**Name and Principal Place of Business**

The name of the corporation is BOQUEBUS (FLORIDA), INC.

The corporation's initial principal place of business shall be 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**Article II**

**Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these Articles, if filed with the Florida Secretary of State within five (5) days thereafter.

**THIS DOCUMENT PREPARED BY:**

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli &  
Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Tower  
Miami, Florida 33131  
Tel: (305) 376-6040

Florida Bar No.: 0710430

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95 APR 15 PM 4:43

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**Article III**

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV**

**Mailing Address**

The initial mailing address of the corporation is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**Article V**

**Capital Stock**

(a) **Authorized Capital**. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock each having \$1.00 par value.

(b) **Preemptive Rights**. Shareholders shall have no preemptive rights.

(c) **Cumulative Voting**. Cumulative voting shall not be permitted.

**Article VI**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is VALDES-FAULI CORPORATE SERVICES, INC.

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## **Article VII**

### **Directors**

(a) **Number.** This corporation shall have one (1) director initially which shall be appointed by the incorporator. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## **Article VIII**

### **Indemnification**

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida 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, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

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(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall not estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

#### **Article IX**

##### **Bylaws**

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.

#### **Article X**

##### **Incorporator**

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, Florida 33131-1897

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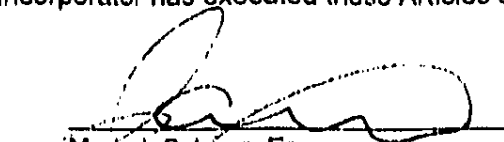
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**Article X**

**Amendment**

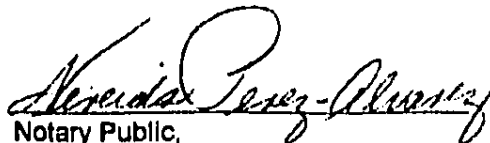
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on April 12, 1996.

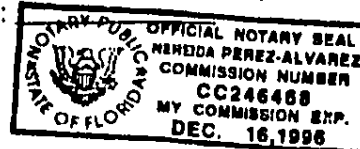
  
Mark J. Scheer, Esq.

STATE OF FLORIDA    )  
                              ) ss.:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me on April 12, 1996 by Mark J. Scheer, Esq., known personally by me.

  
Notary Public,  
State of Florida at Large  
Name: Mercedes Perez-Alvarez  
Title:

My Commission Expires:



FAX AUDIT NO.: H96000005236

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted.

BUQUEBUS (FLORIDA), INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Pompano Beach, State of Florida, has named VALDES-FAULI CORPORATE SERVICES, INC., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

  
Mark J. Scheer, Esq.  
Incorporator

Dated: April 12, 1996

FILED  
APR 15 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES,  
INC.

By: 

Name: Mark J. Scheer  
Title: Vice President

Dated: April 12, 1996

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FAX AUDIT NO.: H96000005236

APR-25-1996

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: GUNTER, YOKLEY, ETAL. (MIAMI OFFICE)  
2 S BISCAYNE BLVD  
ONE BISCAYNE TOWER SUITE 3400  
MIAMI FL 33131-7

FAX: (904) 922-4000

CONTACT: LOURDES BARRERO  
PHONE: (305) 376-6020  
FAX: (305) 376-6010

((H96000005520))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: BOQUEBUS (FLORIDA), INC.

FAX AUDIT NUMBER: H96000005520

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/18/1996

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*C. G. P. Inc.  
Florida*

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04/19/96 10:18 FL Dept. of State pl /1

P.02



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

April 19, 1996

BOQUEBUS (FLORIDA), INC.  
2 SOUTH BISCAYNE BLVD.  
SUITE 3400  
MIAMI, FL 33131

SUBJECT: BOQUEBUS (FLORIDA), INC.  
REF: P96000032550

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The date of adoption of each amendment must be included in the document.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: P96000005520  
Letter Number: 796A00018442

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
BUQUEBUS (FLORIDA), INC.**

The undersigned incorporator of BUQUEBUS (FLORIDA), INC., a corporation organized under the laws of the State of Florida on April 15, 1996, effective April 12, 1996, document no. P. 96000032550, hereby certifies:

1. Article I of the Articles of Incorporation of the corporation was amended on April 15, 1996 by the undersigned incorporator to read as follows:

Article I

Name and Principal Place of Business

- (a) The name of the corporation is BUQUEBUS (FLORIDA), INC.
  - (b) The corporation's initial principal place of business shall be 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131
2. The above-described amendment was adopted by the undersigned incorporator without shareholder action. Such shareholder action was not required.

IN WITNESS WHEREOF, the incorporator of BUQUEBUS (FLORIDA), INC. executes these Articles of Amendment this 23 day of April, 1996.

MARK J. SCHEER, ESQ.  
Incorporator

STATE OF FLORIDA )  
                          ) ss.:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me on April 23, 1996 by Mark J. Scheer, Esq., known personally by me.

Notary Public  
State of Florida at Large  
Name: Gladys F. Finner  
My Commission Expires:

Prepared by:  
Juan E. Serrallles, Jr., Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
2 So. Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Florida Bar No. 0801460  
(305)376-6075



GLADYS F. FINNER  
My Comm. Exp. 12/31/97  
Bonded By Service Inc.  
No. CC464085  
of Personally Known ( ) Other 1, 2