



FAX AUDIT NO.: H96000008880

ARTICLES OF INCORPORATION

OF

INVERSIONES PAVIAN C.A. (Florida), INC.

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 INVERSIONES PAVIAN C.A. (FLORIDA), INC.

The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

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 5 days thereafter.

Article III

Nature of Business

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

THIS DOCUMENT PREPARED BY:

Juan E. Serralles, Jr., Esq.  
Gunter, Yonkley, Valdes-Pauli &  
Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Tower  
Miami, Florida 33131  
Tel: (305) 376-6075

Florida Bar No.: 0801460

FAX AUDIT NO.: H96000008880

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Article IVMailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article VCapital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) 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 VIInitial 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.

Article VIIDirectors

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

(b) Initial Director. The name and street address of the member of the first board of directors of the corporation are:

FAX AUDIT NO.: H96000008880

Name

Pilar Parra

Street AddressC/O 2 S. Biscayne Blvd.  
Suite 3400  
Miami, Florida 33131

(c) 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 VIIIIndemnification

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
- (3) recklessness or an act or omission which was committed

FAX AUDIT NO.: H96000008880

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 estop such person from contesting the fact that his breach or failure to perform constituted 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:

Juan E. Serralles, Esq.  
c/o Suite 3400 - One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, Florida 33131-1897

FAX AUDIT NO.: E96000008880

Article XI

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 June 24, 1996.

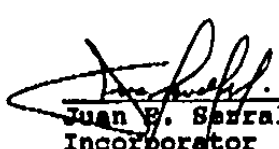
  
\_\_\_\_\_  
Juan B. Sertalles, Jr., Esq.

FAX AUDIT NO.: H 96000008880

**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:

INVERSIONES PAVIAN C.A. (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 Miami, 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.

  
Juan P. Serrallles, Jr., Esq.  
Incorporator

Dated: June 24, 1996

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: Raul J. Valdes-Fauli  
Title: Vice President

Dated: June \_\_, 1996  
124490

-6- FAX AUDIT NO.: H 96000008880

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7/11/96

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

2 S DISCAYNE BLVD

STATE OF FLORIDA

ONE DISCAYNE TOWER SUITE 3400

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: LOURDES SANIEIRO

FAX: (904) 922-4000

PHONE: (305) 376-6029

FAX: (305) 376-6010

((H96000009628))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: INVERSIONES PAVIAN C.A. (FLORIDA), INC.

FAX AUDIT NUMBER: H96000009628

CURRENT STATUS: REQUESTED

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NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076077002561

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

July 12, 1996

**INVERSIONES PAVIAN C.A. (FLORIDA), INC.**  
**ONE BISCAYNE TOWER, SUITE 3400**  
**TWO SOUTH BISCAYNE BLVD.**  
**MIAMI, FL 33131-1897**

**SUBJECT: INVERSIONES PAVIAN C.A. (FLORIDA), INC.**  
**REF: P96000054610**

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

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Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000009628  
Letter Number: 796A00034024

— ARTICLES OF AMENDMENT — FAX AUDIT NO:H96000009628  
TO THE ARTICLES OF INCORPORATION  
OF  
INVERSIONES PAVIAN C.A.(FLORIDA), INC.

The undersigned incorporator of INVERSIONES PAVIAN C.A. (FLORIDA), INC., a corporation organized under the laws of the State of Florida on June 26, 1996, document No. P96000054610, hereby certifies:

1. Article I of the Articles of Incorporation of the corporation was amended on July 11, 1996 by the undersigned incorporator to read as follows:

Article I

Name and Principal Place of Business

- (a) The name of the corporation is INPAVIANCA (FLORIDA), INC.
- (b) The corporation's initial principal place of business shall be 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131

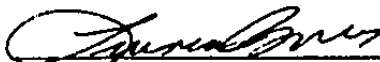
2. The above-described amendment was adopted by the undersigned incorporator without shareholder action. Such shareholder action was not required.

IN WITNESS WHEREOF, the incorporator of INPAVIANCA (FLORIDA), INC. executes these Articles of Amendment this 11 day of July, 1996.

  
\_\_\_\_\_  
JUAN E. SERRALLES ESQ.  
Incorporator

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

The foregoing instrument was acknowledged before me on July 11<sup>th</sup>, 1996 by Juan E. Serralles, Esq., known personally by me.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
Name: LUCRECIA BOULLON  
My Commission Expires:

Prepared by:  
Juan E. Serralles, Jr., Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
2 So. Biscayne Blvd., Suite 3400  
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