

RECEIVED  
96 AUG 15 AM 11:32  
DIVISION OF CORPORATION

(Phone #)

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OFFICE USE ONLY

8-15-96

Examiner's Initials	YW
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**ARTICLES OF INCORPORATION**  
**OF**  
**M.S.D. INTERNATIONAL CORPORATION**

RECORDED  
1992 APR 15 PM 2:51

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **M.S.D. INTERNATIONAL CORPORATION**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1221 Brickell Avenue, 9th Floor, Miami, Florida 33121 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Miguel Salandy-Defour whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Miguel Salandy-Defour
Secretary:	Miguel Salandy-Defour
Treasurer:	Miguel Salandy-Defour

whose addresses shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Miguel Salandy-Dufour

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



## **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.



### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this 14 August 1996.

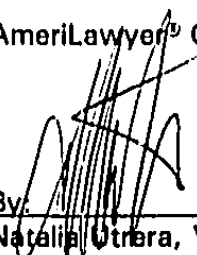
  
Miguel Salandy-Dofour, Incorporator

FILED  
SECRETARY OF STATE  
CORPORATE DIVISION  
14 AUG 15 PM 2:52

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered  
office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under the applicable provisions of  
the Florida Statutes.

AmeriLawyer® Chartered

  
By: \_\_\_\_\_  
Natalia Utrera, Vice President

ART196C



PA 96000068213

September 5, 1996 SEP -6 AM 11:47

DIVISION OF CORPORATION

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **M.S.D. INTERNATIONAL CORPORATION**  
**DOCUMENT#96000068213**

Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

1. Current Corporate/Mailing Address on File:

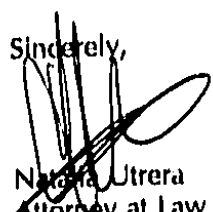
1221 Brickell Avenue, 9th Floor  
Miami, Florida 33121

New Corporate/Mailing Address:

1221 Brickell Avenue, 9th Floor  
Miami, Florida 33131

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

  
Natalia Utrera  
Attorney at Law

RECEIVED  
96 SEP -6 AM 11:42  
DIVISION OF CORPORATION

cc: Miguel Salandy- Defour

let add

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 — (305) 445-2700 • FAX (305) 447-8900 • TOLL FREE (800) 603-3900  
3623 WEST KENNEDY BOULEVARD • TAMPA, FL 33609 — (813) 871-5400 • FAX (813) 870-2500 • TOLL FREE (800) 658-5900  
3526 NORTH FEDERAL HIGHWAY • FORT LAUDERDALE, FL 33308 — (954) 565-6595 • FAX (954) 561-7900 • TOLL FREE (800) 465-8500

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