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TALLAHASSEE, FL 32301-2607  
904-222-0393 FAX

800-342-8086



PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 122325 89162A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : October 16, 1996

ORDER TIME : 1:36 PM

ORDER NO. : 122325-005

CUSTOMER NO: 89162A

CUSTOMER: Robert Torricella, Esq  
ANANIA BANDKLAYDER &  
BLACKWELL, P.A.  
Suite 3300, international Place  
100 S.e. Second Street  
Miami, FL 33131

000001377950--3

DOMESTIC FILING

NAME: TVM GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
86 OCT 16 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 OCT 16 PM 3:20  
DIVISION OF CORPORATION

*KR*  
*10.16.96*

ARTICLES OF INCORPORATION  
OF

TVM Group, Inc.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be: TVM Group, Inc., P.O. Box 141998, Coral Gables, FL 33114-1998.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is THREE THOUSAND (3000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation for all service of process shall be at 3300 International Place, 100 Southeast Second Street, Miami, Florida 33131-2144, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the above address shall be Roberto A. Torricella, Jr.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

FILED  
96 OCT 16 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President/Treasurer/ Director:	Enrique H. Martinez 4095 El Prado Blvd. Coconut Grove, FL 33133
V. Pres./Director:	Juan P. Valdes-Fauli P.O. Box 141998 Coral Gables, FL 33114-1998
V. Pres./Secretary/ Director:	Roberto A. Torricella P.O. Box 141998 Coral Gables, FL 33114-1998

## ARTICLE VIII

The name and address of the incorporator is Roberto A. Torricella, P.O. Box 141998, Coral Gables, FL 33114-1998.

## ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

## ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11th day of October, 1996.

  
Incorporator

STATE OF FLORIDA )  
                                  )SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared ROBERTO A. TORRELLA JR to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 11th day of October, 1996.

  
Notary Public, State of FLORIDA



ROBERTO A. TORRELLA JR  
My Commission 00488888  
Expires Sep. 01, 1999

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That TVM Group, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Roberto A. Torricella, Jr., located at 3300 International Place, 100 Southeast Second Street, Miami, Florida 33131-2144, as its agent to accept services of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Roberto A. Torricella, Jr.  
Registered Agent

DATED: This 11th day of October, 1996.

FILED  
96 OCT 16 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000085615

ANANIA  
BANDKLAYDER & BLACKWELL  
ATTORNEYS AT LAW  
ONE INTERNATIONAL PLACE, SUITE 3300  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131-2144

FRANCIS A. ANANIA  
DANIEL K. BANDKLAYDER  
MAURICE J. BAUMGARTEN  
DONALD A. BLACKWELL  
M. CATHERINE HITE  
AMY MARCUS HOLLUB  
SHERRI L. MULLINS  
RICHARD F. O'BRIEN, III  
ROBERTO A. TORRICELLA, JR.

DAVID A. SCHWARTZ  
OF COUNSEL

FILED  
96 DEC 16 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (305) 373-4000  
FACSIMILE (305) 373-6000  
E-Mail: anania@counsel.com

December 13, 1996

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

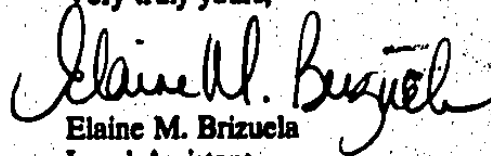
RE: TVM Group, Inc.

500002030395--9  
-12/17/96--01056--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are Articles of Amendment to Articles of Incorporation of the above-referenced corporation. Our check in the amount of \$35.00 is included as payment for the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

  
Elaine M. Brizuela  
Legal Assistant

/emb  
Encl.

*Amend*

VS DEC 27 1996

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**TVM GROUP, INC.**

**FILED**  
96 DEC 16 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**ARTICLE VII - OFFICERS**

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

Enrique F. Martinez  
President/Treasurer

4095 El Prado Blvd.  
Coconut Grove, FL 33133

Juan P. Valdes-Fauli  
Vice President

P.O. Box 141998  
Coral Gables, FL 33114-1998

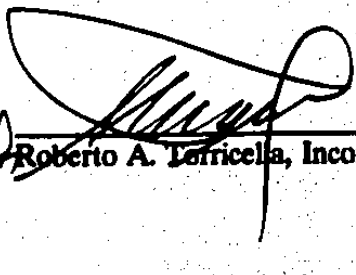
Roberto A. Torricella  
Vice President/Secretary

P.O. Box 141998  
Coral Gables, FL 33114-1998

These Articles of Amendment to Articles of Incorporation were adopted this 5<sup>th</sup> day of December, 1996.

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 5<sup>th</sup> day of December, 1996.

  
Roberto A. Torricella, Incorporator