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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: MURAI, WALD, BIONDO, MORENO, P.A.  
CONTACT: NIURKA ALONSO  
PHONE: (305)358-5900

ACCT#: 076150002103

FAX #: (305)358-9490

NAME: CAREY PROPERTIES, INC.  
AUDIT NUMBER.....H96000014627  
DOC TYPE.....DOMESTICATION  
CERT. OF STATUS..0  
CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 17, 1996

MUARO WALD BIONDO MORENE, P.A.

SUBJECT: CAREY PROPERTIES, INC.  
REF: W96000022162

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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FAX Aud. #: H96000014627  
Letter Number: 896A00047768

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H96000014627

**CERTIFICATE OF DOMESTICATION  
FOR CAREY PROPERTIES, N.V.**

CAREY PROPERTIES, N.V., a Netherlands Antilles corporation hereby elects to domesticate as a Florida corporation under the provisions of Section 607.1801 and in connection therewith certifies, by its Managing Director, the following:

1. CAREY PROPERTIES, N.V. was incorporated under the laws of the Netherlands Antilles on June 1, 1981.
2. The Corporation has been known since its incorporation as CAREY PROPERTIES, N.V.
3. The name of the Corporation in Florida pursuant to Articles of Incorporation being filed simultaneously herewith will be CAREY USA PROPERTIES, INC.
4. The jurisdiction that constituted the seat of the Corporation immediately prior to the filing of this Certificate of Domestication was the Netherlands Antilles.

IN WITNESS WHEREOF, this Certificate of Domestication has been executed by a managing director of the Corporation on this 18<sup>th</sup> day of October, 1996.

CAREY PROPERTIES, N.V.  
(n/k/a CAREY USA PROPERTIES, INC.)

By: \_\_\_\_\_

Paloma Bardin  
Managing Director

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 18 day of October, 1996 by PALOMA BARDIN, as Managing Director of CAREY PROPERTIES, N.V., a Netherlands Antilles corporation, on behalf of the corporation.

This person (X) is personally known to me or ( ) has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

\_\_\_\_\_  
Print Name: TELVA FARACH

My Commission Expires:

Q:\MCM\DOMESTIC\CERTIF.DOC

PREPARED BY:

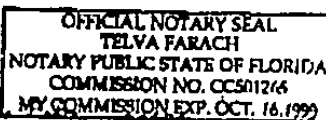
M. Cristina Moreno, Esq.

Mural Wald Biondo & Moreno, P.A.

25 S.E. 2nd Ave., #900, Miami, FL 33131

1-305-358-5900

Florida Bar No. 259721



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ARTICLES OF INCORPORATION  
OF  
CAREY USA PROPERTIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is CAREY USA PROPERTIES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. In accordance with Section 607.1801, the date when the corporate existence of this corporation shall be deemed to have commenced is June 1, 1981, the date upon which the Corporation was organized in the Netherlands Antilles.

ARTICLE III

NATURE OF BUSINESS

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

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 30,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office of the Corporation shall be at 848 Brickell Ave., Ste 1000, Miami, FL 33131.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time

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by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and street addresses of the initial director(s) is/are:

Paloma Bardin, Miguel Ardid and Gonzalo Munoz  
all with an address at:  
848 Brickell Ave. Ste. 1000  
Miami, FL 33131

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

M. Cristina Moreno,  
Murai, Wald, Biondo & Moreno, P.A.,  
900 Ingraham Building,  
25 Southeast 2nd Avenue,  
Miami, Florida 33131

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the

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corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of October, 1996.

M. Cristina Moreno  
M. Cristina Moreno  
Incorporator

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 18 day of October, 1996 by M. Cristina Moreno who is (X) personally known to me or ( ) has produced n/a as identification.

NOTARY PUBLIC

Lori A. Canterbury  
Print Name: Lori A. Canterbury

My Commission Expires:

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CERTIFICATE OF REGISTERED AGENT  
OF  
CAREY USA PROPERTIES, INC.

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

That CAREY USA PROPERTIES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

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

Dated this 18<sup>th</sup> day of October, 1996.

MURAI, WALD, BIONDO,  
& MORENO, P.A.

By: *M. Cristina Moreno*  
M. Cristina Moreno

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