

P970000035128



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 335680 4336650

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 18, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 335680-010

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq  
BAKER & MCKENZIE

Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

800002147998--7  
-04/18/97--01058--025  
\*\*\*\*122.50 \*\*\*\*122.50

122.50

DOMESTIC FILING

NAME: MALCOM INVESTMENTS CORP.

800002147998--7  
-04/18/97--01058--026  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY- 2 SETS  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR 18 PM 2:41  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 18 AM 10:41  
TALLAHASSEE, FLORIDA

APR 18 1997

# BAKER & MCKENZIE

ATTORNEYS AT LAW

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AMSTERDAM MILAN  
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JUAREZ SAN DIEGO WASHINGTON, D.C.

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BARNETT TOWER  
701 BRICKELL AVENUE  
MIAMI, FLORIDA 33131-2827  
TELEPHONE (305) 789-8900  
CABLE ABOGADOMIA • TELEX 592386  
FACSIMILE (305) 789-8953

ROBERT F. HUDSON, JR.  
(305) 789-8906

April 17, 1997

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

Re: Malcom Investments Corp.

Dear Sir/Madame:

Enclosed please find an original plus one copy of the Articles of Incorporation of Malcom Investments Corp. (which name was electronically reserved on April 16th with confirmation No.

R97000001849), plus a check in the amount of \$122.50 to cover for the filing and certification fee. We kindly request that once the Articles of Incorporation have been filed with your office a certified copy be returned to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,



Robert F. Hudson, Jr.

Enclosure  
MIAMN121536V11

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

April 17, 1997

**JIM HASTINGS**  
**BAKER & MCKENZIE, P.A.**  
**BARNETT TOWER, 701 BRICKELL AVE. #1600**  
**MIAMI, FL 33131-2827**

The name **MALCOM INVESTMENTS CORP.** has been reserved for 120 days beginning April 17, 1997. The reservation number is R97000001849 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Melissa A Johnson

Letter number: 397A00019534

**ARTICLES OF INCORPORATION  
OF  
MALCOM INVESTMENTS CORP.**

**ARTICLE I**

**NAME**

The name of this corporation is Malcom Investments Corp. and its mailing address is 701 Brickell Avenue, Suite 850, Miami, Florida 33131-2851.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

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SECRET  
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 850, Miami, Florida 33131-2851, and the name of the initial registered agent of this Corporation at that address is John S. Sullivan.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this Corporation is:

Javier de Otaduy

Le Casa Bianca  
Bla 3et #3  
17 Blvd. du Larvotto  
Montecarlo 98000, Monaco

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

## ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

## ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a

creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

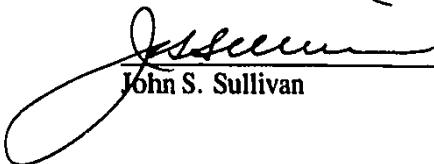
#### ARTICLE XIV

#### INCORPORATOR

The name and address of the person signing these Articles is:

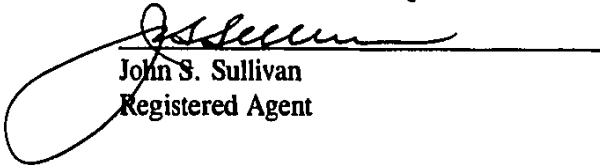
John S. Sullivan  
701 Brickell Avenue  
Suite 850  
Miami, Florida 33131-2851

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17~~th~~ day of April, 1997.

  
John S. Sullivan

**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for Malcom Investments Corp. at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

  
John S. Sullivan  
Registered Agent

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TALLAHASSEE, FLORIDA