

797 000051286

JORDEN BURT BERENSON & JOHNSON LLP

777 BRICKELL AVENUE

SUITE 500

MIAMI, FLORIDA 33131-2803

(305) 371-2600

TELECOPIER (305) 372-9928

SUITE 400 EAST  
1025 THOMAS JEFFERSON STREET, N.W.  
WASHINGTON D.C. 20007-0805  
(202) 965-8100

Thomas F. Morante  
(305) 347-6803  
tfm@jordenusa.com  
http://www.jordenusa.com

AFFILIATED COUNSEL:  
IN MIAMI, FLORIDA  
CANTOR & MORANTE, P.A.  
IN WASHINGTON, D.C.  
JONES & BLOUCH L.L.P.

June 3, 1997

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

FILED  
97 JUN -9 PM 3:53  
STATE OF FLORIDA  
TALLAHASSEE

Re: Incorporation of Tania International Company

Dear Sir/Madam:

Enclosed for filing please find:

000002206480--2  
-06/09/97--01174-016  
\*\*\*\*122.50 \*\*\*\*122.50

1. Original and copy of the Articles of Incorporation of the above-referenced corporation;
2. A check in the sum of \$122.50, payable to the Secretary of State, representing the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>

Total \$122.50

Please certify and return to the undersigned in the enclosed stamped, self-addressed envelope the enclosed copy of the Articles of Incorporation. Should you have any questions, please do not hesitate to call.

Very truly yours,

*Thomas F. Morante*

Thomas F. Morante

TFM/mas  
Enclosures

AL JUN 10 1997

ARTICLES OF INCORPORATION  
OF  
TANIA INTERNATIONAL COMPANY

**FILED**  
97 JUN -9 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation is Tania International Company (hereinafter called the "Corporation").

ARTICLE II  
PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES  
AUTHORIZED

1,000

PAR VALUE  
PER SHARE

\$1.00

CLASS OF  
STOCK

Common

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, County of Dade, and the name of its registered agent at such address is Thomas F. Morante.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Tania International Company  
600 Grapetree Drive  
Apt. 3V South  
Key Biscayne, Florida 33149

**ARTICLE VI**  
**DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Guillermo Longoni  
600 Grapetree Drive  
Apt. 3V South  
Key Biscayne, Florida 33149

Micaela Gibson  
600 Grapetree Drive  
Apt. 3V South  
Key Biscayne, Florida 33149

**ARTICLE VII**  
**INCORPORATOR**

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, Florida 33131.

**ARTICLE VIII**  
**INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

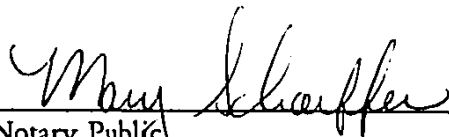
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2<sup>nd</sup> day of June, 1997.

  
Thomas F. Morante, Incorporator

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 2<sup>nd</sup> day of June, 1997.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



MARY SCHAEFFER  
My Commission CC623126  
Expires Jan. 28, 2000

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, Tania International Company has named Thomas F. Morante, located at 777 Brickell Avenue, Suite 500, SunTrust Building, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Thomas F. Morante hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 2<sup>nd</sup> day of June, 1997.

REGISTERED AGENT:

By: Thomas F. Morante  
Thomas F. Morante

FILED  
97 JUN -9 PH 3:53  
TANIA INTERNATIONAL COMPANY  
STATE OF FLORIDA