

ST. LOUIS, GUERRA & DELGADO, P.A.

MIAMI CENTER, 10TH FLOOR  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-4325

TELEPHONE (305) 373-4042  
FAX (305) 373-4099

August 4, 1997

P97000068190

Florida Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

BY AIRBORNE

Re: Pericles I Holding Corp.

300002258343--6  
-08/05/97--01087--002  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 1393, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

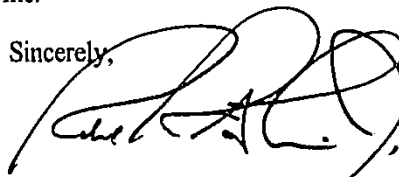
Please forward the certified copy to me in the enclosed Airborne envelope, which reflects billing to our account.

If you have any questions, please call me.

EFFECTIVE DATE

08-08-97

Sincerely,



Roland R. St. Louis, Jr.

RSL/jlr

Enclosures

FILED  
97 AUG -5 PM 7:45

QN 8-7-97

**ARTICLES OF INCORPORATION  
OF  
PERICLES I HOLDING CORP.**

FILED  
97 AUG -5 11: 7: 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

ARTICLE I - NAME AND BUSINESS ADDRESS

08-08-97

The name of this Corporation is Pericles I Holding Corp. Its principal office and mailing address is Miami Center, 10<sup>th</sup> Floor, 201 South Biscayne Boulevard, Miami, Florida 33131-4325.

ARTICLE II - DURATION

The effective date of this Corporation shall be August 8, 1997, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida, including, but not limited to, the ownership, operation, leasing, promotion, management and sale of equipment and all business activities ancillary thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock of no par value, comprised of 500 shares of Class A voting stock, and 500 shares of Class B non-voting stock.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be Miami Center, 10<sup>th</sup> Floor, 201 South Biscayne Boulevard, Miami, Florida 33131-4325, and the initial registered agent of this Corporation at such office shall be Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the initial director is:

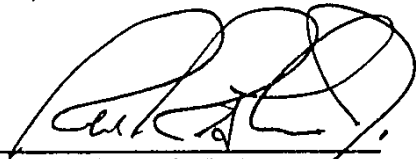
<u>Name</u>	<u>Address</u>
Roland R. St. Louis, Jr.	Miami Center, 10 <sup>th</sup> Floor 201 South Biscayne Boulevard Miami, Florida 33131-4325

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

**ARTICLE VII - INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Roland R. St. Louis, Jr.	Miami Center, 10 <sup>th</sup> Floor 201 South Biscayne Boulevard Miami, Florida 33131-4325

  
\_\_\_\_\_  
Roland R. St. Louis, Jr., Incorporator

FILED  
97 AUG -5 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

The foregoing Articles of Incorporation of Pericles I Holding Corp. were acknowledged before me this 4th day of August, 1997, by Roland R. St. Louis, Jr., who is well known to me, as Incorporator.

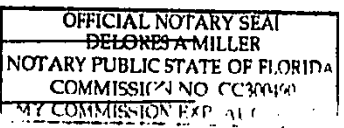
EFFECTIVE DATE

DeLores A Miller  
Notary Public, State of Florida

08-08-97

Name: DeLores A. Miller

Commission Number: \_\_\_\_\_



My Commission Expires: \_\_\_\_\_

(Seal)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Pericles I Holding Corp., at the place designated in the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: August 4, 1997.

[Signature]  
ROLAND R. ST. LOUIS, JR.