

LAW OFFICES

**KLEINFELD & GIACOSA, L.L.P.**

SUNTRUST INTERNATIONAL CENTER - SUITE 1940

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

TELEPHONE: (305) 892-1000

FACSIMILE: (305) 358-6541

Email address: denis\_kleinfeld@kleinfeld.com

PLEASE REPLY TO:

MIAMI OFFICE

GENEVA

ICC BUILDING

20 ROUTE DE PRE-BOIS

P. O. Box 504

1215 GENEVA 15 AIRPORT

TELEPHONE: 4122 798-5059

FACSIMILE: 4122 798-5439

LONDON

37 UPPER GROSVENOR STREET

LONDON, ENGLAND W1X 9PE

TELEPHONE: 071 499 8090

FACSIMILE: 071 409 2304

Via U.S. Mail

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March 13, 1998

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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Dear Sirs,

Enclosed please find one original and one copy of the articles of Incorporation of Kleinfeld, Giacosa & Pagliery, P.A., along with our check for \$122.50 for the costs associated with this filing. Thank you for your attention.

Very truly yours

Kleinfeld & Giacosa, L.L.P.

*Sergio A. Pagliery*

SERGIO A. PAGLIERY

For the Firm

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 11:00

*W98-5751  
789, 105 18550*

D. BROWN MAR 23 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1998

KLEINFELD, GIACOSA & PAGLIERY, P.A.  
KLEINFELD & GIACOSA, L.L.P.  
ONE SOUTHEAST THIRD AVE., SUITE 1940  
MIAMI, FL 33131

We have received your document for KLEINFELD, GIACOSA & PAGLIERY, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 098A00014232

ARTICLES OF INCORPORATION

OF

**KLEINFELD, GIACOSA, & PAGLIERY, P.A.**

A PROFESSIONAL SERVICE CORPORATION

The undersigned, duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, and Chapter 621, Florida Statutes, entitled Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt the following Articles of Incorporation:

Article I  
NAME

The name of the corporation is Kleinfeld, Giacosa, & Pagliery, P.A., (the "Corporation").

Article II  
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

One S.E. Third Avenue, Suite 1940  
Miami, FL 33131

The name of the registered agent at such address is:

Arturo J. Giacosa, Esq.

Article III  
DURATION

The term of existence of the Corporation is perpetual.

Article IV  
PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of law within the State of Florida and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 11:00

a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

#### ARTICLE V CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of One Dollar (\$10.00) per share.

#### ARTICLE VI CAPITALIZATION

The amount of capital with which the corporation will begin to practice law is not less than One Thousand Dollars (\$1,000.00).

#### ARTICLE VII PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

#### ARTICLE VIII PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

One S.E. Third Avenue, Suite 1940  
Miami, FL 33131

ARTICLE IX  
CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE X  
DIRECTORS

The initial board of directors of the Corporation shall consist of three (3) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's Bylaws.

The name and address of the members of the first board of directors is:

Denis A. Kleinfeld	Arturo J. Giacosa	Sergio A. Pagliery Jr.
One, S.E. Third Avenue	One S.E. Third Avenue	One S.E. Third Avenue
Suite 1940	Suite 1940	Suite 1940
Miami, FL 33131	Miami, FL 33131	Miami, FL 33131

The initial board of directors shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor thereto. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE XI  
BYLAWS

The initial board of directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than fifteen (15) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XII  
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the number of shareholders which will constitute a quorum holding the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed

to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

#### ARTICLE XIII INCORPORATORS

The name and address of the incorporator is:

Denis A. Kleinfeld, Esq.  
One S.E. Third Avenue  
Suite 1940  
Miami, FL 33131

#### ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

#### ARTICLE XV REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

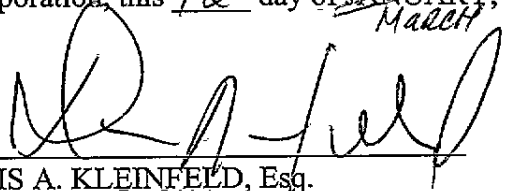
The corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The corporation further authorizes the board of directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the corporation. The board of directors of this corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

#### ARTICLE XVI RIGHT TO AMEND ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

**[Remainder of page intentionally left blank – execution page follows]**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 12<sup>th</sup> day of ~~JANUARY~~ March, 1998.

  
\_\_\_\_\_  
DENIS A. KLEINFELD, Esq.  
One S.E. Third Avenue, Suite 1940  
Miami, Florida 33131

STATE OF FLORIDA       )  
                                      ) ss  
COUNTY OF DADE       )


ON THIS 12<sup>th</sup> day of ~~JANUARY~~ March, 1998, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared DENIS A. KLEINFELD, Esq., personally known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.



Sergio A. Pagliary  
My Commission CC599834  
Expires November 7 2000

My Commission Expires:

  
\_\_\_\_\_  
Notary Public  
State of Florida

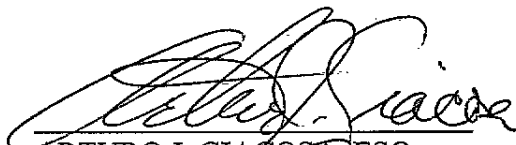
**KLEINFELD, GIACOSA & PAGLIERY, P.A.**

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR COMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

KLEINFELD, GIACOSA & PAGLIERY, P.A., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED IN THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED  
ARTURO J. GIACOSA, ESQ., LOCATED AT SUNTRUST INTERNATIONAL CENTER, ONE  
S.E. THIRD AVENUE, SUITE 1940, MIAMI, FLORIDA, 33131, AS ITS AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVESTATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
ARTURO J. GIACOSA, ESQ.  
Registered Agent

DATE: 3/12/98

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 11:00