

P98000070898



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 925752 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizub*

ORDER DATE : August 12, 1998

ORDER TIME : 3:59 PM

ORDER NO. : 925752-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Becky Farmer  
GREENBERG TRAUIG

1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

200002614402--0

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 12 PM 3:30

DOMESTIC FILING

NAME: CROWN LATIN AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

624  
W98-18417

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98 AUG 12 PM 4:18  
DIVISION OF CORPORATIONS  
*[Signature]*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 12 PM 3:30

August 13, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: CROWN LATIN AMERICA, INC.  
Ref. Number: W98000018417

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CROWN LATIN AMERICA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 898A00042085

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**CROWN LATIN AMERICA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 12 PM 3:30

**ARTICLE I**

The name of the corporation is CROWN LATIN AMERICA, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 801 Brickell Avenue, Suite 907, Miami, FL 33131.

**ARTICLE III**

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

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

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#### **ARTICLE VI**

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 one (1) and the names and addresses of the members of the initial Board of Directors who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Michael Mussell  
801 Brickell Avenue, Suite 907  
Miami, FL 33131

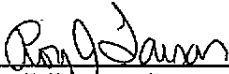
#### **ARTICLE VII**

The name of the Incorporator is Roy J. Larson and the address of the Incorporator is Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, FL 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of 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 General Corporation Law of the State of Florida, has signed this Certificate of Incorporation this 12 day of August, 1998.

  
\_\_\_\_\_  
Roy J. Larson, Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of CROWN LATIN AMERICA, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Corporation Service Company, Registered Agent

Dated: 8/12, 1998

Karen B. Rozar, Asst. Sec.  
Corporation Service Company