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EFFECTIVE DATE

8-14-98

FLORIDA PROFIT CORPORATION OR P.A.

Penzo USA, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
PENZO USA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Penzo USA, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

Penzo USA, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be c/o Ernst & Young, Attn: Neil Grey, 1 Capital Place, Georgetown, Grand Cayman, Cayman Islands, British West Indies.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commenced on August 14, 1998.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or

Prepared by:
Glenn A. Adams
Florida Bar No. 0767123
Holland & Knight LLP
P.O. Box 1526
Orlando, Florida 32802
407-425-8500
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benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami, FL 33131.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Penelope A. Vincent	c/o Ernst & Young Attn: Neil Gray 1 Capital Place Georgetown, Grand Cayman Cayman Islands, British West Indies
G. B. Noordanus	c/o Ernst & Young Attn: Neil Gray 1 Capital Place Georgetown, Grand Cayman Cayman Islands, British West Indies

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Glenn A. Adams	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

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The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of August, 1998.



Glenn A. Adams
Incorporator

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CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Penzo USA, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, has named Intrastate Registered Agent Corporation, located at 701 Brickell Avenue, Suite 3000, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

INTRASTATE REGISTERED AGENT
CORPORATION

DATED: August 18, 1998

By: _____
Louis M. Conti, Vice President

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