

P98000094013



ACCOUNT NO. : 072100000032

REFERENCE : 021940 5022577

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizzit*

ORDER DATE : November 4, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 021940-005

CUSTOMER NO: 5022577

200002681572--8

CUSTOMER: Ms. Martha Schwartz  
MONTGOMERY MCCracken WALKER &  
MONTGOMERY MCCracken WALKER &  
123 South Broad Street

Philadelphia, PA 19109

DOMESTIC FILING

NAME: MASEFIELD AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

*gn 11/5/98*

RECEIVED

98 NOV -5 PM 2:45

OFFICE OF THE  
CLERK OF THE  
SUPERIOR COURT  
PHILADELPHIA

98 NOV -5 PM 2:05

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -5 PM 2:05

ARTICLES OF INCORPORATION  
OF  
MASEFIELD AMERICA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MASEFIELD AMERICA, INC.

The address of the principal office of this corporation shall be 2800 Ponce De Leon Boulevard, Suite 130, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1 share of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 5, 1998.

Laura R. Dunlap  
Its Agent, Laura R. Dunlap

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -5 PM 2:05

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

Authorized Service Representative  
Corporation Service Company

rwm