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January 8, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800002738598--0  
-01/12/99--01034--016  
\*\*\*122.50 \*\*\*\*\*78.75

Re: **LOMBARD CORPORATION**, filing of articles of incorporation of  
Florida corporation for profit.

Dear Sir/Madam:

Enclosed for filing please find duplicate originals of the Articles of Incorporation of the above named corporation together with their respective certificates designating the registered agent and registered office of said corporation in Florida. Please return, a certified copy of the enclosed Articles of Incorporation to the undersigned at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

Filing Fee	\$35.00
Certified copy	52.50
Registered agent designation	<u>35.00</u>
Total	<u>\$ 122.50</u>

Do not hesitate to call me, if in doubt.

Sincerely yours,

  
Agustin de Goytisolo, P.A.

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
LOMBARD CORPORATION**

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DIVISION OF CORPORATIONS  
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The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

**ARTICLE I - NAME**

The name of the Corporation is **LOMBARD CORPORATION**.

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal place of business or mailing address of the Corporation shall be located at 2121 Ponce de León Boulevard, Ste. 650, Coral Gables FL 33134.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall commence its corporate existence on January 15, 1999, and shall have perpetual existence thereafter, unless sooner dissolved.

**ARTICLE IV - AUTHORIZED SHARES**

The Corporation is authorized to issue five hundred thousand (500,000) shares of common stock having a par value of One United States Dollars (\$1.00), each entitled to one (1) vote per share.

**ARTICLE V - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the

business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

Name of Director(s):

Agustín de Goytisolo

Director(s)' Address(es):

1000 Brickell Avenue, Ste. 660, Miami  
FL 33131-3014.

#### **ARTICLE VI - INDEMNIFICATION**

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when

such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

#### **ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

#### **ARTICLE VIII - INCORPORATOR**

The subscriber to these Articles is Agustín de Goytisolo, Esq., whose address is 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014.

#### **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014 and the name of the initial registered agent of the Corporation is Agustín de Goytisolo, P.A., represented herein by its president, Agustín de Goytisolo, Esq., who by executing these presents accepts his designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes these Articles of Incorporation in the City of Miami, Miami-Dade County, State of Florida, on January 8, 1999 for filing with Florida's Department of State, and also expressly accepts the designation of Agustín de Goytisolo, P.A. as the registered agent of the Corporation.



(SEAL)

Agustín de Goytisolo, Esq., individually as Incorporator and as president of Agustín de Goytisolo, P.A. the registered agent.

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(rev. January 8, 1999)

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