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REFERENCE : 177218 11654A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 78.75

ORDER DATE : March 22, 1999

ORDER TIME : 1:23 PM

ORDER NO. : 177218-005

CUSTOMER NO: 11654A

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CUSTOMER: Judy Baxter, Legal Asst  
HOLTZMAN KRINZMAN EQUELS &  
HOLTZMAN KRINZMAN EQUELS &  
2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

DOMESTIC FILING

NAME: JAMES COOK U.S.A., 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: James Guy

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 22 AM 10:55

RECEIVED  
99 MAR 22 PM 2:56  
*[Signature]*

**ARTICLES OF INCORPORATION**  
**OF**  
**JAMES COOK U.S.A., INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 22 AM 10:56

The undersigned, acting as incorporator of James Cook U.S.A., Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**JAMES COOK U.S.A., INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

401 69<sup>th</sup> Street  
Suite 14D  
Miami Beach, FL 33141

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence upon the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV. PURPOSE**

This corporation is organized to 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 \$1.00 par value per share.

## **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Nicoletta Liguigli	c/o 2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

## **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Arthur J. Furia	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

## **ARTICLE IX. INDEMNIFICATION.**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein

provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

#### **ARTICLE X. 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 bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE XI. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 18th day of March, 1999.

Arthur J. Furia, V.P.  
Arthur J. Furia

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That James Cook U.S.A., 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 Dade County, State of Florida, has named HKE&F Registered Agent Corp. as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Arthur J. Furia, V.P.  
Arthur J. Furia, Vice President  
HKE&F Registered Agent Corp.

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99 MAR 22 AM 10:56