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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 218278 160905A

AUTHORIZATION :

*Patricia Pigut*

COST LIMIT : \$ 70.00

ORDER DATE : April 26, 1999

900002852419--8

ORDER TIME : 3:05 PM

ORDER NO. : 218278-005

CUSTOMER NO: 160905A

CUSTOMER: Sonia Cohen, Legal Asst  
SHAPO FREEDMAN & BLOOM, P.A.  
SHAPO FREEDMAN & BLOOM, P.A.  
Suite 4750  
200 South Biscayne Boulevard  
Miami, FL 33131

EFFECTIVE DATE

4-23-99

RECEIVED

99 APR 26 PM 3:57

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: TRANSATLANTIC HOLDING CORP.

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: Angie Glisar

EXAMINER'S INITIALS:

*Dmc*  
*4/27/99*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 26 AM 9:31

FILED

**ARTICLES OF INCORPORATION  
OF  
TRANSATLANTIC HOLDING CORP.**

**FILED**  
99 APR 26 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is:

**TRANSATLANTIC HOLDING CORP.**

**EFFECTIVE DATE**  
4-23-99

The principal place of business of this corporation shall be 48 East Flagler Street, Fourth Floor, Miami, Florida 33131.

**ARTICLE II**

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.0001 per share.

#### ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### ARTICLE V

The street address of the initial registered agent is 200 South Biscayne Boulevard, 4750 First Union Financial Center, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is **South Florida Resident Agents, Inc.**

#### ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the corporation, but shall not be less than one nor more than ten. The initial director is:

**Marcos Escagedo**  
48 East Flagler Street  
Fourth Floor  
Miami, Florida 33131

## **ARTICLE VII**

The initial director shall hold office until the first annual meeting of the shareholders or until her successor shall be duly elected or appointed and qualified.

## **ARTICLE VIII**

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if all persons participating in the meeting can hear each other at the same time by means of a conference telephone or similar communications equipment.

## **ARTICLE IX**

The name and street address of the incorporator signing these articles is:

Leonard H. Bloom, Esquire  
200 South Biscayne Boulevard  
4750 First Union Financial Center  
Miami, Florida 33131

## **ARTICLE X**

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

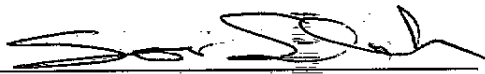
EXECUTED at Miami, Florida, this 23<sup>rd</sup> day of April, 1999.

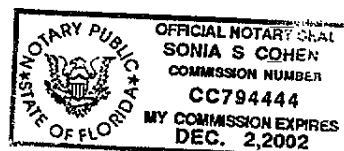
  
LEONARD H. BLOOM, Incorporator

STATE OF FLORIDA                    )  
COUNTY OF DADE                    )

BEFORE ME, the undersigned authority, personally appeared **Leonard H. Bloom**, to me known to be the person who subscribed to the foregoing Articles of Incorporation and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 23<sup>rd</sup> day of April, 1999.

  
Notary Public State of Florida at Large



**CERTIFICATE OF DESIGNATING  
RESIDENT AGENT AND RESIDENT OFFICE**

**FILED**

**99 APR 26 AM 9:31**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

**TRANSATLANTIC HOLDING CORP.**


desiring to organize under the laws of the State of Florida, hereby designates South Florida Resident Agents, Inc. as its registered agent and 200 South Biscayne Boulevard, 4750 First Union Financial Center, Miami, Florida 33131 as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

SOUTH FLORIDA RESIDENT AGENTS, INC.,  
a Florida corporation

By:




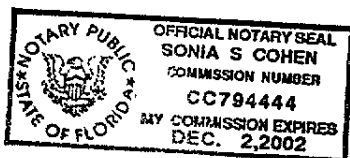
LEONARD H. BLOOM, Vice President

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared **Leonard H. Bloom** on behalf of South Florida Resident Agents, Inc., a Florida corporation, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 23<sup>rd</sup> day of April, 1999.

  
Notary Public, State of Florida at Large