

LAW OFFICES  
MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.  
2200 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050  
TELECOPIER (305) 358-0550

799000046882

Miami, May 18, 1999

Secretary of State  
Division of Corporations  
709 E. Gaines Street  
Tallahassee, Florida 32399

Re: DBC International, Inc.

600002880416--3  
-05/19/99--01074--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed are the original and a copy of the Articles of incorporation for DBC International Inc., and a check in the amount of \$ 78.75 for the filing fee. Please return the copy file stamped in the enclosed envelope.

If you have any questions, please call me.

Sincerely



Federico Jenkins  
Foreign Legal Consultant

FILED  
99 MAY 19 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH MAY 24 1999

**ARTICLES OF INCORPORATION**

**OF**

**DBC INTERNATIONAL, INC.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is DBC International, Inc. Its business mailing address is  
SE Third Avenue, Suite 2200, Miami, Florida 33131.

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TALLAHASSEE, FLORIDA

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**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the  
Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at  
any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, of  
the Corporation to the fullest extent permitted by law.

ARTICLE VI - INITIAL  
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A., 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Eugenio Monge	One Southeast Third Avenue, Ste 2200 Miami, Florida 33131
Richard G.M. Jardine	19370 Collins Avenue, Apt. 1610 Miami Beach, Fl 33160

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	2200 SunTrust International Center One Southeast Third Avenue Miami, Florida 33131
	<i>Robert B. Macaulay</i> _____ Robert B. Macaulay, Incorporator

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA                    )  
                                                   ) SS:  
 COUNTY OF MIAMI-DADE            )

The foregoing Articles of Incorporation of DBC International, Inc., were acknowledged before me this 18th day of May, 1999, by Robert B. Macaulay, as Incorporator, who is personally known to me.



*Helen C. Webb*  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires: April 9, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DBC International, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 18, 1999

*Robert B. Macaulay*  
\_\_\_\_\_  
Robert B. Macaulay