

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305) 579-0300
Fax Number : (305) 579-0321

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Seaman, Meriwether, William & Co., Inc.

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ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is Ethan W. Johnson .

ARTICLE V

Incorporator

The name and address of the incorporator are:

Ethan W. Johnson
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is two. Thereafter, the number of directors shall be as provided in the bylaws. The names and addresses of the individual who is to serve as a member of the initial board of directors is:

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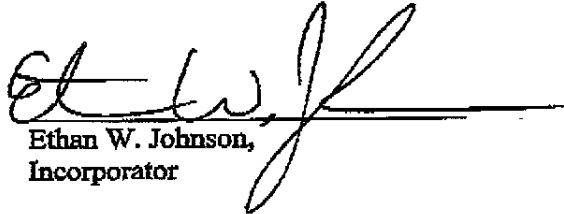
Jorge Garcia Garcia

c/o Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131

Elinor Garcia Garcia

c/o Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this ____ day
of October, 1999.



Ethan W. Johnson,
Incorporator


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Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Seaman, Meriwether, William & Co., Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: October __, 1999.


Ethan W. Johnson
Registered Agent

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