

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
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FLORIDA PROFIT CORPORATION OR P.A.

NAPA, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
NAPA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be Napa, Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business of the Corporation shall be located at:

3601 Tamiami Trail North
Naples, Florida 34103

The mailing address of the Corporation shall be:

450 Biltmore Way
Coral Gables, Florida 33134

ARTICLE III SHARES

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of Common Stock, no par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Viviane Coriatt Gaubil
450 Biltmore Way
Coral Gables, Florida 33134

ARTICLE V SHAREHOLDER AGREEMENTS

If any two or more stockholders or subscribers to stock of the Corporation shall enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, or hypothecate any or all of the stock of the corporation held by any one or more of them, and if a copy of such agreement shall be filed with the Corporation or if the Corporation shall be a party to such agreement or the incorporator or the stockholders entitled to vote shall adopt any by-law provision

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abridging, limiting or restricting the aforesaid rights of any stockholders, then and in either of such events, all certificates of stockholders of stock subject to such abridgments, limitations or restrictions shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of such agreement or by-law, as the case may be.

ARTICLE VI AUTHORITY OF BOARD OF DIRECTORS

The Board of Directors is expressly authorized to exercise all powers granted to the directors by law except insofar as such powers are limited or denied herein or in the By-Laws of the Corporation. In furtherance of such powers, the Board of Directors shall have the right to make, alter or repeal the By-Laws of the Corporation.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Viviane Coriatt Gaubil
450 Biltmore Way
Coral Gables, Florida 33134

The undersigned incorporator has executed these Articles of Incorporation this
1st day of September, 2000.



Signature

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is Napa, Inc.
2. The name and address of the registered agent and office is;

Viviane Coriatt Gaubil

(NAME)

450 Biltmore Way

(P.O. BOX OR MAIL DROP BOX NOT ACCEPTABLE)

Coral Gables, Florida 33134

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)September 1, 2000

(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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