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Florida Department of State  
Division of Corporations  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ADGA INVESTMENTS, INC.**

Certificate of Status	0
Certified Copy	1
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*1/3/02*

THIS INSTRUMENT PREPARED BY:  
MAYNARD J. HELLMAN, ESQUIRE  
FLORIDA BAR NO. 137411  
300 SEVILLA AVE., SUITE 206  
CORAL GABLES, FLORIDA 33134  
(305) 448-3112

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ARTICLES OF INCORPORATION

OF

ADGA INVESTMENTS, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

ADGA INVESTMENTS, INC.

The mailing address for the Corporation is:

19333 Collins Avenue, Suite 504

Sunny Isles, Florida 33160

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

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**ARTICLE III**

**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

**ARTICLE V**

**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

**ARTICLE VI**

**SUBSCRIBERS**

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

ANGEL ALDOLFO BRAUN VALLE ZARDETTO  
19333 COLLINS AVENUE, SUITE 504  
SUNNY ISLES, FLORIDA 33160  
ONE HUNDRED (100) SHARES

**ARTICLE VII**

**DIRECTORS**

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
ANGEL ALDOLFO BRAUN VALLE ZARDETTO	19333 COLLINS AVENUE SUITE 504 SUNNY ISLES, FL. 33160

**ARTICLE IX**

**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE X**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI**

**INITIAL REGISTERED OFFICE AND AGENT**


The street address of the initial registered office of this corporation is 19333 COLLINS AVENUE, SUITE 504, SUNNY ISLES, FL. 33160, and the name of the initial Registered Agent of this corporation at that address is ANGEL ALDOLFO BRAUN VALLE ZARDETTO.

**ARTICLE XII**

**INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 3 day of January, 2002.

  
\_\_\_\_\_  
ANGEL ALDOLFO BRAUN VALLE ZARDETTO



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ADGA INVESTMENTS, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
\_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT ADGA INVESTMENTS, INC. IS DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED  
ANGEL ADOLFO BRAUN VALLE ZARDETTO AT 19333 COLLINS AVENUE, SUITE 504,  
SUNNY ISLES, FLORIDA 33160, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

Signature: Adolfo Braun Valle  
ANGEL ADOLFO BRAUN VALLE ZARDETTO

Title: Subscriber

Date: 1-3-02

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Having been named to accept services of process for the above stated corporation,  
at the place designated in this certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.

Signature: Adolfo Braun Valle  
ANGEL ADOLFO BRAUN VALLE ZARDETTO  
(Registered Agent)

Date: 1-3-02

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