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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

pallio design, inc.

Certificate of Status	0
Certified Copy	1
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07-09-03

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ARTICLES OF INCORPORATION

OF

PALIO DESIGN, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

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ARTICLE I NAME

The name of the corporation shall be:

PALIO DESIGN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

765 CRANDON BOULEVARD APT. # 305
KEY BISCAYNE, FLORIDA 33149

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 SHARES - \$ 1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CLAUDIA MATAS
765 CRANDON BOULEVARD APT. 309
KEY BISCAYNE, FLORIDA 33149

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CLAUDIA MATAS - DIRECTOR/PRESIDENT - OWNER OF 500 SHARES
765 CRANDON BOULEVARD APT. 309
KEY BISCAIYNE; FLORIDA 33149

The undersigned has(have) executed these Articles of Incorporation this

8th day of JULY, 2003.

Claudia Matas

Signature/Title

CLAUDIA MATAS - PRESIDENT

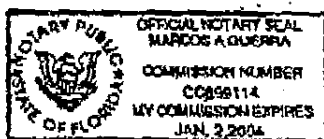
Signature/Title

Signature/Title

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE
ME THIS 8th DAY OF JULY, 2003 BY CLAUDIA
MATAS OF PALIO DESIGN



NOTARY PUBLIC.

Marcos A. Guerra

My Commission Expires: 01/02/04

TOTAL P.04

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**CERTIFICATE OF DESIGNATION
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: PALIO DESIGN, INC.

2. The name and address of the registered agent and office is:

CLAUDIA MATAS
(NAME)
765 GRANDON BOULEVARD APT. 309
(P.O. BOX NOT ACCEPTABLE)
KEY BISCAYNE, FLORIDA 33149
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIGNATURE *Claudia Matas*
(corporate officer)
TITLE PRESIDENT
DATE 07/08/03

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 *Claudia Matas*
DATE 07/08/03

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