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TALLAHASSEE, FL 32301  
904-222-0111  
904-222-0393 FAX



ACCOUNT NO. : 072100000032  
REFERENCE : 056378 80864A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : February 22, 1996  
ORDER TIME : 2:46 PM  
ORDER NO. : 056378  
CUSTOMER NO: 80864A

CUSTOMER: Candy Thomas, Legal Asst  
LEFTER, CUSHMAN & WILKINSON,  
P.A.  
Suite 201  
696 First Avenue North  
St. Petersburg, FL 33701

200001722002  
-02/23/96--01006--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: PALMAVIVA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

FILED  
96 FEB 22 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 22 PM 4:16  
DIVISION OF CORPORATIONS

2/26/96  
KRS

ARTICLES OF INCORPORATION  
OF

PALMAVIVA, INC.

ARTICLE 1: NAME

The name of this Corporation is: PALMAVIVA, INC.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1 par value common stock.

ARTICLE 5: INITIAL PRINCIPAL  
OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1540 Gulf Boulevard, #1105, Clearwater, Florida 34630.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1540 Gulf Boulevard, #1105, Clearwater, Florida 34630, and the name of the initial registered agent of this Corporation at that address is CESAR PALMA.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

CESAR PALMA

1540 Gulf Boulevard, #1105  
Clearwater, Florida 34630

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96 FEB 22 AM 11:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

| <u>NAME</u> | <u>ADDRESS</u>  |
|-------------|---|
| CESAR PALMA | 1540 Gulf Boulevard, #1105<br>Clearwater, Florida 34630 |

ARTICLE 9: INDEMNIFICATION

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

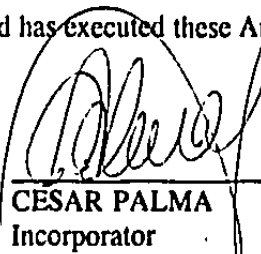
ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
CESAR PALMA  
Incorporator

Articles of Incorporation  
Palma Viva, Inc.  
Page 3

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of February, 1996, by CESAR PALMA, who is personally known to me or who has produced Personally Known as identification.

Candace L. Thomas  
NOTARY PUBLIC -  
STATE OF FLORIDA AT LARGE

Printed Name of Notary Public

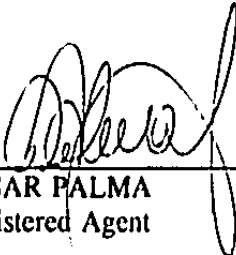
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 20<sup>th</sup> day of February, 1996.

  
CESAR PALMA  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA