### AZARUS CORPORATE FILING SERVICE, INC. (Requestor's Name) 3320 S.W. 87th AVENUE 100003187971--0 (Address) 03/29<u>/</u>00<u>--</u>01012--011 MIAMI, FLORIDA (305)552-5973 (City, State, Zip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Corporation Name) (Document #) (Document #) (Corporation Name) (Document #) Rick up time Walk in Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials

#### ARTICLES OF INCORPORATION

OF

#### GIOMO, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

## ARTICLE I

# IDENTIFICATION

The name of this corporation shall be GIOMO, Inc.

## ARTICLE II

#### DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

## ARTICLE III

#### PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV

#### AUTHORIZED SHARES

The capital stock of this corporation shall consist of -500shares of Common Stock of \$1.00 par value each, all or part of said
stock to be issued from time to time as may be determined by the
Board of Directors. There shall be no preemptive right granted to
the stockholders with respect to the shares of the corporation.
Upon dissolution or liquidation of the corporation, holders of the
stock shall be entitled to distribution ratably as their holdings
may appear upon the stock record of the corporation.

#### ARTICLE V

#### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and the principal office is Elda Ferrer-Guerra, 3011 W. Flagler St., Miami, FL 33135.

#### ARTICLE VI

#### DIRECTORS

1. The corporation shall have at least two directors, but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than two.

2. The corporation shall initially have two director(s). The name and address of the initial director(s) are as follows:

NAME

ADDRESS

Giovanna Moreno

Avenida Melchor Pinto #214 Santa Cruz, Bolivia

Rosa Aleman de Moreno

Avenida Melchor Pinto #196 Santa Cruz, Bolivia

## ARTICLE VII

# INCORPORATOR

The name and address of the Incorporator(s) of these Articles of Incorporation is as follows:

Giovanna Moreno 3011 W. Flagler St. Miami, FL 33135

# ARTICLE VIII

## ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

- 1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
- 2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
- 3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

This corporation shall indemnify any officer, counsel or director, and any former officer, counsel or director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders;

Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has (have) made and subscribed these Articles of Incorporation at Miami, Florida for the uses and purposes aforesaid, this 28 day of March.

iovanza Moreno Incorporator CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Chapter:

GIOMO, Inc. desiring to organize under the laws of the State of Florida has designated Elda Ferrer-Guerra with offices at 3011 W. Flagler St., Miami, FL 33135. as its registered agent to accept service of process within this state, as indicated in the foregoing Articles of Incorporation.

#### ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of Chapter 607 of the Florida Statutes keeping open said office.

Date: 3-28-2000

Elda Ferrer-Guerrar Registered Agent

- 6 -