

March 28, 2000
Page 4

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE MARISA GROUP WAREHOUSES, INC.
(Proposed corporate name)

Enclosed are an original and one copy of the Articles of Incorporation and a
check for

\$78.75 Filing Fee and Certificate

FROM: WALTER L. LISTA
6813 SW 81 STREET
MIAMI, FLORIDA 33143

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-03/31/00--01063--008
*****78.75 *****78.75

THANK YOU

D. BROWN APR - 5 2000

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ARTICLES OF INCORPORATION

OF

THE MARISA GROUP WAREHOUSES, 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:

ARTICLE I NAME

The name of this corporation shall be: THE MARISA GROUP WAREHOUSES, INC.

ARTICLE II PRINCIPAL OFFICE

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

6813 SW 81 STREET
MIAMI, FLORIDA 33143

ARTICLE III CAPITAL STOCK

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

1000 SHARES \$10.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WALTER L. LISTA
12961 DEVA STREET
CORAL GABLES, FLORIDA 33156

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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):

WALTER L. LISTA 12961 DEVA STREET,
CORAL GABLES, FL 33156

MARTA V. LISTA 12961 DEVA STREET
CORAL GABLES, FL 33156

ISABEL L. EDWARDS 11951 SW 124 TERRACE
MIAMI, FLORIDA 33186

The undersigned has (have) executed these Articles of Incorporation this 28th
day of MARCH, 2000.

Walter L. Lista
INCORPORATOR

Marta V. Lista
INCORPORATOR

Isabel L. Edwards
INCORPORATOR

STATE OF FLORIDA COUNTY OF DADE

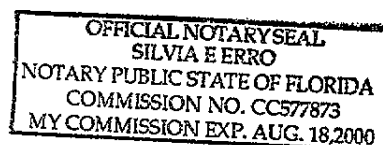
I HEREBY CERTIFY that on this day before me an officer, duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared WALTER L. LISTA, MARTA V. LISTA, AND ISABEL L. EDWARDS to me known to be the persons described in and who executed the foregoing instrument or who have produced know by me as identification and who did take an oath and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State aforesaid the 28th
day of MARCH, 2000.

Silvia E. Erro
NOTARY PUBLIC, State of Florida at Large

SILVIA E. ERRO
(Print name)

My Commission expires:



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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating registered office/registered agent in the State of Florida

1. The name of the corporation is: THE MARISA GROUP WAREHOUSES, INC.
The name and address of the registered agent and office is:

WALTER L. LISTA
12961 DEVA STREET
CORAL GABLES, FLORIDA 33156

RESIDENT AGENT: Walter L. Lista

DATE: 3/28/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FORTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Walter L. Lista
RESIDENT AGENT