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**AMERICANA LIMITED**

25 S.E. 2<sup>nd</sup> ave., Suite 435

Miami, FL 33131

Ph: 305-358-3655

Fax: 305-358-3272

5-9-2000

Division of Corporations

409 E. Gaines St.

Tallahassee, FL 32399

Ph: 904-488-9000

FILED  
00 MAY 15 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed we send 2 originals and 1 copy of the Articles of Incorporation of  
**E Z HARP CORP.**, to be registered and returned to us, self stamped envelope attached.  
Enclosed also check amount \$70.00 for your fee.

If you should have any questions, please let us know.

Sincerely,

Frank Troula

5/17

Informed client I corrected  
Principal address in ART-F.

S. Thompson MAY 17 2000

## ARTICLES OF INCORPORATION

### ARTICLE I - NAME

The name of the corporation shall be: E Z HARP CORPORATION

### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be,  
25 SE 2<sup>nd</sup> Avenue, Suite 435, Miami, Florida 33131.

### ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

### ARTICLE IV - STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$ 1.00 each par value common stocks.

### ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

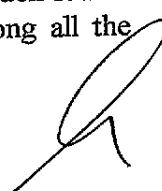
Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite the name:

ALBERTO BERTOLAZZI

1000 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

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## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The name and street address of the initial director of this corporation is:

ALBERTO BERTOLAZZI  
25 SE 2<sup>nd</sup> Ave., Suite 435, Miami, Florida 33131

President & Secretary

## ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof ( as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

## ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving on candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

## ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.



## ARTICLE XII - 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.

## ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

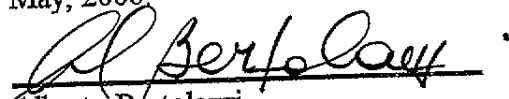
In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

## ARTICLE XIV - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

ALBERTO BERTOLAZZI  
25 SE 2<sup>nd</sup> Ave., Suite 435, Miami, FL 33131

The undersigned subscriber have executed these Articles of Incorporation this 2nd day of May, 2000

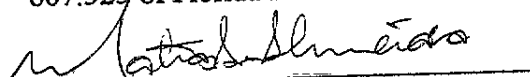
  
Alberto Bertolazzi  
President & Secretary

## ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Matias Almeida,

The street address of the initial registered agent of this corporation is 25 SE 2<sup>nd</sup> Ave., Suite 435, Miami, FL 33131.

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, 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, and I accept the duties and obligations of section 607.325 of Florida statutes.

  
Matias Almeida - Agent

Date: 5/02/2000

**STATE OF FLORIDA  
COUNTY OF DADE**

BEFORE ME, an officer duly authorized in the state of aforesaid and in the County aforesaid, to take acknowledgments, personally appeared:

**ALBERTO BERTOLAZZI**

To me known to be the person described in and who executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the County and State last aforesaid on this 2nd day of May, 2000.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE



Rene Gioia, Jr.  
Commission # 00 831796  
Expires May 2, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.