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FILED  
01 FEB 23 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 21, 2001

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

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-02/23/01--01055--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: GASBARRI INVESTMENTS II, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 8.75
Registered Agent fee	<u>\$ 35.00</u>
Total	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely yours,



Alicia Saavedra

Enclosures

2001-01

ARTICLES OF INCORPORATION

OF

Gasbarri Investments II., Inc.

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ARTICLE I - NAME

The name of this corporation is Gasbarri Investments II., Inc., with its principal office at 2451 Brickell Avenue, Miami, Florida, 33129.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11150 SW 102 Avenue, Miami, Florida, 33176, and the name of the initial registered agent of this corporation at that address is Gabriel Garcia.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) 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 name and address of the initial director of this corporation are as follows:

Antonio Gasbarri  
3035 SW 1st Avenue  
Apt.401  
Miami, Florida 33129; and

Alicia Saavedra  
3035 SW 1st Avenue, Apt.401  
Miami, Florida 33129.

ARTICLE VIII - INCORPORATION

The name and address of the persons signing these articles are:

Antonio Gasbarri  
3035 SW 1st Avenue, Apt.401  
Miami, Florida 33129; and

Alicia Saavedra  
3035 SW 1st Avenue, Apt.401  
Miami, Florida 33129.

#### ARTICLE IX - BYLAWS

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

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one half of all the shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

#### ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

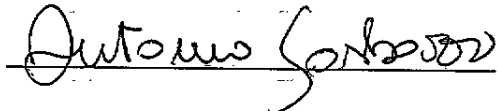
#### ARTICLE XIII - INDEMNIFICATION

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

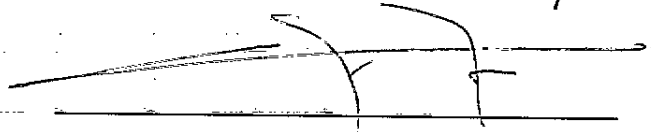
**ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation, this 21<sup>st</sup> day, of February, 2001.



Antonio Gasbarri



Alicia Saavedra

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument, being the Articles of Incorporation of Gasbarri Investments II., Inc. was acknowledged before me this 21<sup>st</sup> day of February, 2001, by Antonio Gasbarri, who has produced Florida D.L. No. G216-000-53-216-0 and Alicia Saavedra who has produced Florida D.L. No. 5136-003-44-943-0 as identification.



Marisel Garcia  
My Commission CC751926  
Expires June 17, 2002

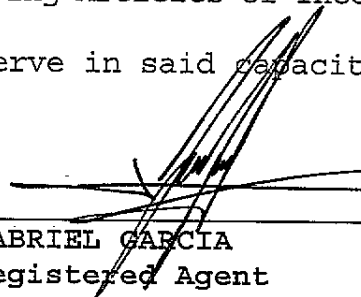


SIGNATURE OF PERSON  
TAKING ACKNOWLEDGMENT

MARISEL GARCIA

NAME OF ACKNOWLEDGER TYPED,  
PRINTED OR STAMPED

I, the undersigned, having been named as initial Registered Agent of the corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.



GABRIEL GARCIA  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA