

Division of Corporations

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P01000028594**Florida Department of State**

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BERRIZ & GIRALDO P.A.
Account Number : I19990000017
Phone : (305) 485-9300
Fax Number : (305) 485-1098

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DIVISION OF CORPORATIONS
01 MAR 20 PM 1:46

FLORIDA PROFIT CORPORATION OR P.A.**GROPPA HOLDINGS, INC.**

MAR 19 2001

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ATTN: BETH
305 554-7477

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ARTICLES OF INCORPORATION
OF
GROPPIA HOLDINGS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporate, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

GROPPIA HOLDINGS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate

name:

XIENNA MENDOZA
4080 SW 84 AV.
Miami, FL 33155
305-4859300

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

**JUAN ANDRES GROPPA
4100 COLLINS AVE. # 204
MIAMI BEACH, FL. 33140**

The principal office shall be:

**4100 COLLINS AVE. # 204
MIAMI BEACH, FL. 33140
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ARTICLE VI

The initial Board of Directors shall consist of a total of **TWO (02)** persons, and the name and address of the person who are to serve as initial directors are:

JUAN ANDRES GROPPA
4100 COLLINS AVE. # 204
MIAMI BEACH, FL. 33140

PRESIDENT

CYNTHIA MARIA JANZEN
4100 COLLINS AVE. # 204
MIAMI BEACH, FL. 33140

VICEPRESIDENT

The name and address of the incorporator executing these Articles of Incorporation is

JUAN ANDRES GROPPA
4100 COLLINS AVE. # 204
MIAMI BEACH, FL. 33140

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 19 day of MARCH, 2001


JUAN ANDRES GROPPA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, Submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the corporation is:

GROPPA HOLDINGS, INC.

2. The Name and Address of the registered agent and office is

**JUAN ANDRES GROPPA
4100 COLLINS AVE. # 204
MIAMI BEACH, FL. 33140**

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. ANN I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Dated: MARCH 19, 2001

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