

PA1000047311

Andres Dinkins
1207 Placetas Avenue
Coral Gables, FL 33146
Telephone: 305-669-0365

FILED
MAY -7 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/07/01-01127--006
*****78.75 *****78.75

Attention: Division of Corporations

Re: Articles of Incorporation For
Palvino Systems, Inc.
(A corporation for profit)

Gentlemen:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Registered Agent for **Palvino Systems, Inc.**, a for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Registered Agent Designation Fee	\$35.00
Certified Copy Fee	\$ 8.75
TOTAL	\$78.75

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above. Thank you for your courteous cooperation.

Sincerely yours,


Andres Dinkins

5-11-01
WC

**ARTICLES OF INCORPORATION
OF
Palvino Systems, Inc.**

FILED
01 MAY -7 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this is Corporation **Palvino Systems, Inc.** The street address of the Corporation is: 5901 SW 84th Street, Miami, Florida 33143

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death

shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue **1,000** shares of **\$1.00** par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5901 SW 84th Street, Miami, Florida 33143, and the name of its initial registered agent at such address is **Andres Dinkins**.

ARTICLE VII

Board of Directors

This Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1).

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

Limitation of Liability

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.


ARTICLE XI

Incorporator

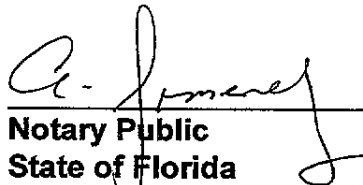
The name and address of the person signing these Articles and serving as the sole incorporator is:

<u>Name</u>	<u>Address</u>
Andres Dinkins	1207 Placetas Avenue Coral Gables, FL 33146


IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of Incorporation, this 30 day of April, 2001.



Andres Dinkins
Sole Incorporator
State of Florida
County of Miami-Dade
FLDL# 0525-012-74-282-0




Notary Public
State of Florida
County of Miami-Dade

 Alfonso Jimenez
My Commission CC838319
Expires May 18, 2003

ACCEPTANCE BY REGISTERED AGENT


Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, 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.



Andres Dinkins

FL OLR# 0525-012-74-282-0

Dated this 30 day of April, 2001.

FILED
01 MAY -7 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FL 32301


Notary Public
State of Florida
County of Miami-Dade

 Alfonso Jimenez
My Commission **CC838319**
Expires May 18, 2003