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Florida Department of State

Division of Corporations

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Division of Corporations  
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA PROFIT CORPORATION OR P.A.

IMPERIO FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

IMPERIO FLORIDA, INC.

EFFECTIVE DATE  
08-24-01

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: Imperio Florida, Inc.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

H 01000093264 Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is one thousand (1,000), all of which shall be common shares with a par value of one dollar (\$1.00).

This instrument prepared by:  
Jilma M. Lass  
782 N.W. Le Jeune Rd.  
Suite 440  
Miami, FL 33126  
FL. Bar NO. 932663

Article V. PRE-EMPTIVE 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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial Registered Agent and principal office address of this corporation is:

Initial Registered Agent  
Jilma M. Lasso, Esq.  
782 N.W. Le Jeune Rd.  
Suite 440  
Miami, Florida 33126

Principal Office Address  
12236 S.W. 8 Street  
Miami, Florida 33184

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially who shall serve until his successor, if any, is selected at the annual meeting of the shareholders. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Dani Del Vecchio  
12236 S.W. 8 Street  
Miami, Florida 33184

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: Dani Del Vecchio  
12236 S.W. 8 Street  
Miami, Florida 33184

Vice President: Dani Del Vecchio  
12236 S.W. 8 Street  
Miami, Florida 33184

Secretary: Dani Del Vecchio  
12236 S.W. 8 Street  
Miami, FL 33184

Treasurer: Dani Del Vecchio  
12236 S.W. 8 Street  
Miami, FL 33184

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Dani Del Vecchio  
12236 S.W. 8 Street  
Miami, FL 33184

Article X. BY LAWS

The power to adopt, alter, amend or repeal the by laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation.

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer or any former

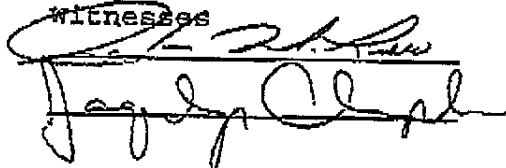
officer to the full extent permitted by law.

Article XV. AMENDMENT

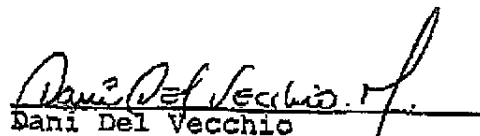
Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of August, 2001.

Witnesses

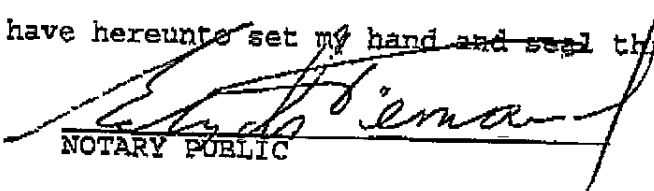


STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

  
Dani Del Vecchio

BEFORE ME, the undersigned authority, personally appeared Dani Del Vecchio, to me known to be the person who executed the foregoing Articles of Incorporation or who produced Florida Driver's License number D412-160-72-4070 as identification and he acknowledged to the before me that she executed such instrument.

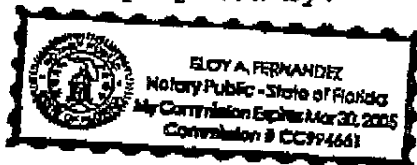
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of August, 2001.

  
NOTARY PUBLIC

My Commission Expires

This instrument prepared by:

Jilma M. Lasso, Esq.  
782 N.W. Le Jeune Rd., Suite 440  
Miami, Florida 33126  
Tel. (305) 445-0554  
Florida Bar No. 932663



**H** 01000093261 ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act:

First, Imperio Florida, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, has named Jilma M. Lasso, Esq., located at City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

**H** 01000093264

BY: 

JILMA M. LASSO, ESQ.

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TALLAHASSEE, FLORIDA