

P01000104237

Miami, October 19, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000004654450--8  
-10/26/01-01028-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATT: Secretary of State

Enclosed you will find the original and one copy of the Articles of Incorporation of Vero Giros Corp. A check in the amount of \$70.00 is included to cover the applicable fees.

Sincerely,

Diana Ruiz

Diana Ruiz  
5202 Hemingway Circle Suite 2409  
Naples, Florida 34116

FILED

0100726 PH12:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch OCT 29 2001

# **ARTICLES OF INCORPORATION OF VERO GIROS, CORP**

The undersigned incorporator hereby forms the following corporation under the laws of the state of Florida.

## **ARTICLE I NAME**

The name of the corporation is, Vero Giros, Corp and its address is 5202 Hemingway Circle Suite 2409 Naples Florida 34116

## **ARTICLE II PURPOSE**

This corporation is organized to engage in any and all lawful business activity permitted under the laws of the State of Florida

## **ARTICLE III CAPITAL AND STOCK**

The maximum number of shares of stock which this corporation is authorized to issue is one hundred (100) shares with no par value. Said shares of stock may be issued only for a consideration having a fair value as many are determined by the Board of Directors.

## **ARTICLE IV TERMS OF EXISTENCE**

This corporation it to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

01 OCT 26 PM 12:32  
SECRETARY OF STATE  
TAMPA  
FLORIDA

**FILED**

ARTICLE V  
REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial registered office of this corporation shall be Diana Ruiz, 5202 Hemingway Circle Suite 2409 Naples Florida 34116.

ARTICLE VI  
DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The names and street addresses of the initial director is:

Diana Ruiz  
5202 Hemingway Circle Suite 2409  
Naples, Florida 34116

ARTICLE VII  
INCORPORATORS

The name and address of the incorporator is:

Diana Ruiz  
5202 Hemingway Circle Suite 2409  
Naples, Florida 34116

ARTICLE VIII  
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 already holds, shall have the right to purchase his prorate share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX  
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at stockholder's meeting by at least majority of the stock entitled to, unless of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 23 day of October of 2001

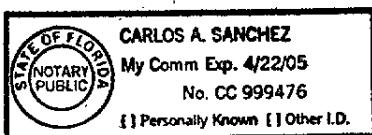
Diana Ruiz  
Diana Ruiz

STATE OF FLORIDA )

COUNTY OF DADE )

I HEREBY CERTIFY on this day, before me, an officer duly authorized in the State of Florida and County aforesaid to take acknowledgment, personally appeared Diana Ruiz to me know to be the person described in and who execute the foregoing instrument and acknowledges before me that he execute the same.

SWORN To and SUBSCRIBED before me on this 23<sup>rd</sup> day of  
October 2001

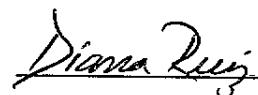


My Commission Expires

Caroly  
Notary Public At Large

Acceptance by Registered Agent

Having been named to accept service of process for the above named corporation, at the designed in these Articles, I hereby accept this appointment and degree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Diana Ruiz