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Miami, October 19, 2001

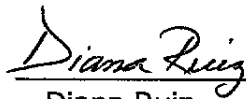
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****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
5202 Hemingway Circle Suite 2409
Naples, Florida 34116

FILED
01 OCT 26 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Bureh 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 filled with the Department of State, subject to the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 26 PM 12:32

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 prorated 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

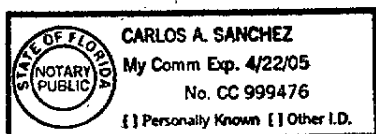
Diana Ruiz
Diana Ruiz

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 23th day of October 2001

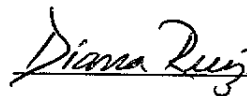


My Commission Expires

[Signature]
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.

A handwritten signature in cursive script, reading "Diana Ruiz", is written over a horizontal line.

Diana Ruiz