

**Electronic Articles of Incorporation
For**

**P03000104775
FILED
September 24, 2003
Sec. Of State**

GARDENS INVESTMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GARDENS INVESTMENT, INC.

Article II

The principal place of business address:

PLAZA LA CASTELLANA, ED. BANCARACAS
OFIC. 804. LA CASTELLANA
CARACAS, VENEZUELA, VE. 1060

The mailing address of the corporation is:

2601 SOUTH BAY SHORE DR.
SUITE 235
COCONUT GROVE, . 33133

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2,500

Article V

The name and Florida street address of the registered agent is:

LEOPOLD, KORN & LEOPOLD, P.A.
20801 BISCAYNE BOULEVARD
SUITE 501
AVENTURA, FL. 33180

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: KAREN S. LEOPOLD

Article VI

The name and address of the incorporator is:

KAREN S. LEOPOLD
20801 BISCAYNE BOULEVARD
SUITE 501
AVENTURA, FL 33180

Incorporator Signature: KAREN S. LEOPOLD

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DAVID BASSAN
PLAZA LA CASTELLANA, ED. BANCARACAS
OFIC. 804, CARACAS VENEZUELA, VE. 1060

Title: S
JOSE BENZAQUEN
PLAZA LA CASTELLANA, ED. BANCARACAS
OFIC. 804, CARACAS VENEZUELA, VE. 1060

Title: T
MARCO GOLDENTAIER
PLAZA LA CASTELLANA, ED. BANCARACAS
OFIC. 804, CARACAS VENEZUELA, VE. 1060