

Florida Department of State  
Division of Corporations  
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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

gioani construction, inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
GIOANI CONSTRUCTION, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be GIOANI CONSTRUCTION, INC.

**ARTICLE II - DURATION**

This corporation is to have perpetual existence.

**ARTICLE III - NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V - CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows: 2738 SW 3<sup>rd</sup> Street, Miami, Florida 33135.

**ARTICLE VI - INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows: JOSE GARRIDO.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

REGLA M. SIBILA  
Attorney at Law  
City National Bank Building  
2701 Lejeune Road, Suite 327  
Coral Gables, Florida 33134  
(FB #656630)

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<u>NAME</u>	<u>ADDRESS</u>
JOSE GARRIDO	2738 SW 3 <sup>rd</sup> Street Miami, FL. 33135

#### ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE GARRIDO	2738 SW 3 <sup>rd</sup> Street Miami, FL. 33135

#### ARTICLE IX - AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


#### ARTICLE XI - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
JOSE GARRIDO

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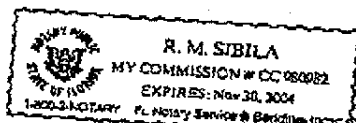
STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared JOSE GARRIDO to me well known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 18<sup>th</sup> day of March, 2004.

My Commission Expires:

[Signature]  
NOTARY PUBLIC  
State of Florida at Large



**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That GIOANI CONSTRUCTION, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named JOSE GARRIDO located at 2738 SW 3<sup>rd</sup> Street, Miami, Florida 33135, as its registered agent to accept service of process.

**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 provisions of said Act relative to keeping said office open.

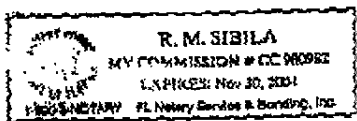
[Signature]  
JOSE GARRIDO

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this 18<sup>th</sup> day of March, 2004, before me personally appeared JOSE GARRIDO, to me well known to be the person described in and who executed the Registered Agent Certificate.

My Commission Expires:

[Signature]  
NOTARY PUBLIC  
State of Florida at Large



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