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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FL 32301

**FLORIDA PROFIT CORPORATION OR P.A.**

**piccardo communications, inc.**

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**ARTICLES OF INCORPORATION  
OF  
PICCARDO COMMUNICATIONS, INC.**

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**ARTICLE I.**

**NAME**

The name of the Corporation is **PICCARDO COMMUNICATIONS, Inc.**

**ARTICLE II.**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of the Articles of Incorporation by the Department of State.

**ARTICLE III.**

**PERMITTED ACTIVITY**

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Manfred Rosanow, Esq.  
601 SW. 57<sup>th</sup> Avenue, Suite B  
Miami, Florida 33144  
Fla. Bar No. 0831838

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#### **ARTICLE IV.**

##### **AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$ 1.00 par value per share.

#### **ARTICLE V.**

##### **PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any share of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instrument evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### **ARTICLE VI.**

##### **PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 11437 N. W. 62<sup>nd</sup> Terrace # 229, Miami, Florida 33178.

#### **ARTICLE VII.**

##### **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 801 SW. 57<sup>th</sup> Avenue, Suite B. Miami, Florida 33144. The initial registered agent at that address is Manfred Rosenow, Esq.

## **ARTICLE VIII.**

### **DIRECTOR AND OFFICERS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

The name and address of the first board of directors and officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

<b>NAME</b>	<b>OFFICE</b>
Otoniel Argimiro Piccardo Martell 11437 NW. 82 <sup>nd</sup> Terrace # 229 Miami, Florida 33178	President/Treasurer
Otoniel Piccardo Roman 11437 NW. 82 <sup>nd</sup> Terrace # 229 Miami, Florida 33178	Vice-president/Secretary

## **ARTICLE IX.**

### **INCORPORATOR**

The name and address of the incorporator is: Manfred Rosenow, Esq. 601 SW. 57<sup>th</sup> Avenue, Suite B. Miami, Florida 33144

## **ARTICLE X.**

### **INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 4<sup>th</sup> day of May, 2004

LAW FIRM OF MANFRED ROSENOW, P.A.

By: \_\_\_\_\_

Manfred Rosenow, Esq.

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

**PICCARDO COMMUNICATIONS, Inc**

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

**LAW FIRM OF MANFRED ROSENOW, P.A.  
Manfred Rosenow, Esq.  
601 SW. 57<sup>th</sup> Avenue, Suite B  
Miami, Florida 33144**

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TALLAHASSEE, FLORIDA

SIGNATURE

  
MANFRED ROSENOW, Esq.

TITLE:

INCORPORATOR

DATE:

May 4, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
MANFRED ROSENOW, Esq.

DATE:

May 4, 2004

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