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J & C Offices  
237 N.W. 12th Ave  
Suite F  
Miami, FL 33128  
Tel (305) 324-4430

(City/State/Zip/Phone #)

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(Business Entity Name)

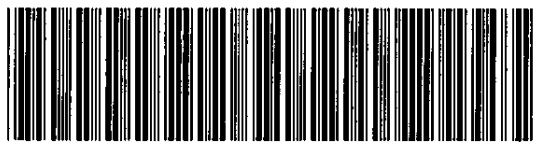
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06 MAY 30 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GIRASOL GROUP, INC.**

We, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation:

**ARTICLE I**

The name of the corporation is: **GIRASOL GROUP, INC**

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to provide sales, and other business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise depose of real and personal property, including franchise, patents, copyrights, trade marks and licenses, in the state of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation in the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III**

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ALLAHASSEE, FLORIDA

**CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares at one (1) Dollar par value.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is not less than One Thousand (1,000) Dollars.

**ARTICLE V  
TERMS OF EXISTENCE**

This corporation is to exist perpetually

**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is: 222 36<sup>th</sup> ST Suite 1, Miami Beach FL 33140. The Board of Directors may from time to time, move the principal office to any other address in Florida.

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and street address of the members of the first Board of Directors is:  
**Jorge Solano, President, 222 36<sup>th</sup> ST Suite 1 Miami Beach FL 33140**  
**Lisbet Giraldo Vice President, 222 36<sup>th</sup> ST Suite 1 Miami Beach FL 33140**

**SUBSCRIBERS**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES</u></b>	<b><u>CONSIDERATION</u></b>
Jorge Solano	222 36 <sup>th</sup> ST Suite 1 Miami Beach FL 33140	To be assigned	To be assigned
Lisbet Giraldo	222 36 <sup>th</sup> ST Suite 1 Miami Beach DL 33140	To be assigned	To be assigned

**REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 222 36<sup>th</sup> ST Suite 1 Miami Beach FL 33140, and the registered Agent shall be Jorge Solano, 222 36<sup>th</sup> ST Suite 1

Miami Beach FL 33140. Pursuant to Florida Statutes Section 607.164, having been named to accept to act in the capacity, and to comply with the provisions of the Act relative to keeping open said office.

By: \_\_\_\_\_  
Registered Agent

**STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)**

**I, HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appears **Jorge Solano** to me known to be the person described as Registered Agent, in and who execute the foregoing Articles of Incorporation, acknowledged before me that executed those Articles of Incorporation.

WITNESS my hand and seal, in the County and State named above, this 25 day of

\_\_\_\_\_  
20 06

NOTARY PUBLIC STATE OF FLORIDA  
Notary Public **Carlos F. Molina**  
My Commission # DD495347  
Expires: JAN. 15, 2010  
Bonded Third Atlantic Bonding Co., Inc.

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all 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, we, the incorporators above named, have hereunto set out hands and seals this 25 day of May 20 06

\_\_\_\_\_  
**STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)**

**I HEREBY CERTIFY** that on this day, before me, a Notary Public of the state of

Florida duly authorized in the state and county named above, to take acknowledgements, personally appeared **Jorge Solano and Lisbet Giraldo**, to me known to be the persons described as subscriber in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal, in the County and State named above, this 25 day of May 2006

NOTARY PUBLIC-STATE OF FLORIDA  
 Carlos F. Molina  
Commission # DD495344  
Expires: JAN. 15, 2010  
Bonded by Atlantic Bonding Co., Inc.

**NOTARY PUBLIC**

**MY COMMISSION EXPIRES:**

**J&C OFFICES**

**237 NW 12TH AVE STE F**

**MIAMI FL 33128.**

**FILED**

**06 MAY 30 PM 4:22**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**