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## FLORIDA PROFIT/NON PROFIT CORPORATION

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**Articles of Incorporation  
GIRO INVESTMENTS INC.**

The undersigned, acting as the Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**Article I**      **Name.** The name of this Corporation is GIRO INVESTMENTS INC.

**Article II**      **Address.** The principal place of business and mailing address of the Corporation is as follows:

GIRO INVESTMENTS INC.  
2655 S. Le Jeune Road PH-2C  
Coral Gables, FL 33134

**Article III**      **Purpose.** The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**Article IV**      **Capital Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Stock that the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, all with a par value of one cent (\$0.01) per share. The Common Stock shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution. The Board of Directors is authorized to provide for the issuance of Preferred Stock in series and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each series and the preferences, limitations and relative rights of each series.

**Article V**      **Registered Agent.** The name and address of the initial Registered Agent are as follows:

Osvaldo N. Soto  
2655 S. Le Jeune Road PH 2C  
Coral Gables, Fl 33134

**Article VI**      **Incorporator.** The name and address of the Incorporator are as follows:  
Giro Holdings, A British Virgin Island Corporation  
C/O  
2655 S. Le Jeune Road PH-2C

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**Article VII Duration.** The period of duration of this Corporation is perpetual.

**Article VIII Bylaw Amendment.** The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

**Article IX Indemnification.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

**Article X Informal Action of Directors.** If all 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 XI 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 this 5<sup>th</sup> day of May 2008.

  
\_\_\_\_\_  
Osvaldo N. Soto, Registered Agent

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