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PROFIT CORPORATION A

(305) 592-9591

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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NAME: MAGNI CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
MAGNI CORPORATION**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be Magni Corporation and the initial address of this corporation shall be 3601 Boutwell Road, Unit 100 Lake Worth FL 33461.

**ARTICLE II**

This corporation may engage in the business of certified public accountants and any and all necessary and incidental activities permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1000	\$ .01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

Prepared by: Ricardo Magni  
3601 Boutwell Road, Unit 100  
Lake Worth FL 33461  
(407) 486-5050

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**ARTICLE V**

The initial registered office of this corporation shall be at 3601 Boutwell Road, Unit 100 Lake Worth FL 33461 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ricardo Magni.

**ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

**ARTICLE VII**

The name and address of the director of the corporation, who shall hold office for the first year or until her successor is duly executed and qualified shall be:

**Director**

Ricardo Magni  
3601 Boutwell Road, Unit 100  
Lake Worth FL 33461

**Ownership**

100%

**ARTICLE VIII**

The name and address of the Incorporator is Ricardo Magni 3601 Boutwell Road, Unit 100 Lake Worth FL 33461.

**ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation, or not so interested.

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**ARTICLE X**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

**ARTICLE XI**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 3rd day of January, 1995.

  
Ricardo Magni

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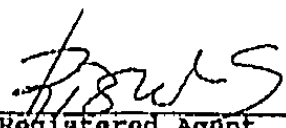
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM  
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is  
submitted:

First, That Magni Corporation desiring to organize under the  
laws of the State of Florida, has named Ricardo Magni, 3601  
Boutwell Road, Unit 100 Lako Worth FL 33461, County of Dade,  
State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the  
above corporation at the place designated in this certificate, I  
hereby accept the same and agree to act in this capacity, and  
agree to comply with the provisions of Florida law relative to  
keeping the registered office open, and I accept the obligations  
of Section 607.325 F.S.

  
Registered Agent

Dated this 3rd day  
of January 1995.

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