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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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(((H95000009234))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FIOCCI OF MIAMI CORPORATION
FAX AUDIT NUMBER: H95000009234 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION
OF
FIOCCI OF MIAMI CORPORATION

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE FIOCCI OF MIAMI
CORPORATION.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 243 FLAGLER ST
55-56, MIAMI, FLA. 33131.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL
STOCK:

<u>NO. SHARES</u>	<u>CLASSIFICATION</u>	<u>PAR VALUE</u>
1000	COMMON	\$1.00

SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER,
UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND,
CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT
TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE

Hammond & Assoc.
8701 S. Bayshore Dr. #606
Coconut Grove, FL 33133
(305) 859.9914
FOY HAMMONS

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DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH
IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE
CORPORATION IS FOY H. HAMMONS, 2701 SO. BAYSHORE DRIVE
SUITE 606, COCONUT GROVE, FLA. 33133.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION
IS ALTAIR FIORAVANTE, 243 FLAGLER ST. # 55-56, MIAMI, FLA. 33131.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER
OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME
THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT
SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE
INITIAL DIRECTOR OF THIS CORPORATION IS ALTAIR FIORAVANTE,
243 FLAGLER ST. # 55-56, MIAMI, FLA. 33131.

ARTICLE VIII - SHAREHOLDER PROPERTY

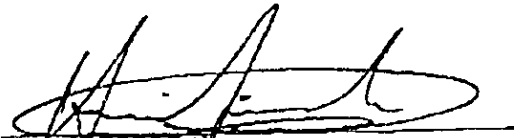
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PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO
THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE
A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE
DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE
CORPORATION.

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ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY EXECUTES THESE ARTICLES OF INCORPORATION THIS 18 DAY OF August, 1995.


INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT OF FIOCCI OF MIAMI CORPORATION.

DATED THIS 18 DAY OF August, 1995.


REGISTER AGENT

FILED
SEP 21 1995
FALLA
FLORIDA

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