

H95000066181

P.01

((H95000009449)) PUBLIC ACCOUNT SYSTEM
 ((H95000009449)) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 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
 FAX: (904) 922-4000 PHONE: (305) 541-3894
 FAX: (305) 541-3770
 ((H95000009449)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: LA-RIZZ, INC.
 FAX AUDIT NUMBER: H95000009449 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 08/25/1995 TIME REQUESTED: 15:51:44
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 10 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000009449))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Help F1 Option Menu F2

NUM CAPS Connect: 00:02

FILED
 95 AUG 29 AM 9:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

A large, stylized handwritten signature, possibly 'A. R. Rizz', is written across the lower left portion of the document. To the right of the signature, the initials 'RR' are written.

AUG 29 11:08 AM '95
 STATE OF FLORIDA

(10)

Prepared by:
Salomon Lucki
1996 SW 1 St.
Miami, FL 33135
305-643-5790

ARTICLES OF INCORPORATION

OF

LA-RIZZ, INC.

95 AUG 28 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H9500009449

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

LA-RIZZ, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

H9500009449

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

H95000009449

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: 100 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V.- ADDRESS

The initial place of business address of this corporation in the State of Florida is: 1990 SW 139 Avenue
Miami, Florida 33175

H95000009449

H9 500000944 9

The registered office address for this corporation in the State of Florida will be: 1990 SW 139 Avenue
Miami, Florida 33175

Its registered agent: MYRNA LAITANO

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII. - DIRECTORS

This corporation shall have two Directors initially. The number of directors may be increased or decreased from time

H9 500000944 9

H9500009449

to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

H9500009449

H9500009449

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the 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 the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

H9500009449

H9500009449

ARTICLES VIII. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Myrna Laitano	1990 SW 139 Avenue Miami, Florida 33175
Georgina Rizzo	1990 SW 139 Avenue Miami, Florida 33175

ARTICLE IX. - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
MYRNA LAITANO	1990 SW 139 Avenue Miami, Florida 33175
GEORGINA RIZZO	1990 SW 139 Avenue Miami, Florida 33175

H9500009449

H9500009449

ARTICLE X. - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 15 day of August, 1995.

Myrna Laitano (SEAL)
 MYRNA LAITANO (SEAL)

Georgina Rizzo (SEAL)
 GEORGINA RIZZO

H9500009449

H9500009449

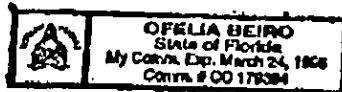
STATE OF FLORIDA)
) " " "
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared MYRNA LATTANO, personally known to me and GEORGINA RIZZO who provided her passport as proof of identification to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS THEREOF, I set my hand and official seal in the County and State named above this 15 day of August 19 95.

Ofelia Beiro
NOTARY PUBLIC

My Commission Expires:



H9500009449

H9 500000 944 9

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That LA-RIZZ, INC.
desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named MYRNA LAITANO located at 1990 SW 139 Avenue City of Miami County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By *Myrna Laitano*
Resident Agent
MYRNA LAITANO

H9 500000 944 9

FILED
95 AUG 28 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA