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ACCOUNT NO. : 0721000000032

REFERENCE : 671561 125635A

AUTHORIZATION:

COST LIMIT \$ 70.00

ORDER DATE : August 30, 1995

ORDER TIME : 9:37 AM

ORDER NO. : 671561

CUSTOMER NO: 125635A

CUSTOMER: Terrance J. Mullin, Esq.
OTERO & MULLIN, P.A.

Fourth Floor
75 Valencia Avenue
Coral Gables, FL 33134

DOMESTIC FILING

NAME: MARENGO, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

EXAMINER'S INITIALS:

8/30/95

RECEIVED
SEP 1 1995
FBI - MIAMI

FILED
SEP 1 1995
FBI - MIAMI

ARTICLES OF INCORPORATION
OF
MARENGO, INC.

FILED
25 MAR 20 1961

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is MARENGO, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 75 Valencia Avenue, Fourth Floor, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Otero, Mullin, & Tomlin, P.A.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1000 Ponce De Leon Boulevard, Suite 100, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street address of the initial directors are as follows:

| | |
|---------------|--|
| Dieter Keller | 1000 Ponce De Leon Boulevard Suite 100 Coral Gables, Florida 33134 |
|---------------|--|

| | |
|----------------|--|
| Juliane Keller | 1000 Ponce De Leon Boulevard Suite 100 Coral Gables, Florida 33134 |
|----------------|--|

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Terrance J. Mullin, Esq., Otero, Mullin & Tomlin, P.A., 75 Valencia Avenue, Fourth Floor, Coral Gables, Florida 33134.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation,

or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

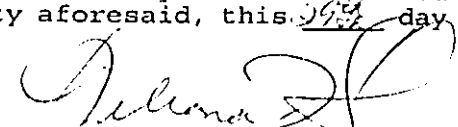
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of August, 1995.


TERRANCE J. MULLIN, Incorporator

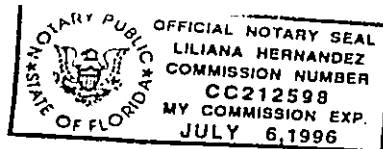
STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared TERRANCE J. MULLIN known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of August, 1995.


Notary Public, State of Florida
Print Name: Liliana Hernandez
Commission No.: CC212598

My commission expires:



CERTIFICATE OF REGISTERED AGENT OF
MARENGO, INC.

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

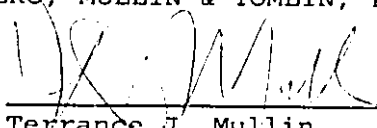
That **MARENGO, INC.**, desiring to organize under the laws of the State of Florida with its principal office in Coral Gables, Florida, has named Otero, Mullin & Tomlin, P.A., 75 Valencia Avenue, Fourth Floor, Coral Gables, Florida 33134, County of Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 29 day of August, 1995.

OTERO, MULLIN & TOMLIN, P.A.

By: 
Terrance J. Mullin,
Vice-President.

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Patricia Puyto

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95 DEC 14 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS:

File First
Volun.
Dissolve
12/15/95
J.C.


MARENGO, INC.
ARTICLES OF DISSOLUTION

The sole incorporator of the corporation, under the authority of section 607.1401 of the Florida Statutes, prior to the issuance of shares, files the following articles of dissolution with the Department of State:

1. The name of the corporation is MARENGO, INC.
2. The corporation's articles of incorporation were filed August 30, 1995.
3. None of the corporation's shares have been issued.
4. No debt of the corporation remains unpaid.
5. The sole incorporator of the corporation has authorized the dissolution.

IN WITNESS WHEREOF, the undersigned has set his hand hereto as of the 13 day of December, 1995.

MARENGO, INC.


By: _____

Terrance J. Mullin,
Incorporator

FILED
95 DEC 14 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA