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9-5-95 Ogden

Rafael Rodriguez

1367 Bird Rd.

Miami, FL 33155

667-4445

CORPORATION(S) NAME

EFFECTIVE DATE  
9-5-95

VALIDATION ONLY

FILED  
SEP - 6 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*122.50 \*\*\*\*122.50

CANOSSA INVESTMENTS, INC.

RECEIVED  
SEP - 6 PM 9:30  
SECRETARY OF STATE

Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation         | <input type="checkbox"/> Certified Copy     | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> Call If Problem            |
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**ARTICLES OF INCORPORATION**

**OF**

**CANOSSA INVESTMENTS, INC.**

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

EFFECTIVE DATE  
9-5-95

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation is CANOSSA INVESTMENTS, INC., with its principal place of business located at 6367 Bird Road, Miami, Florida 33155.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence on September 5, 1995, which is the date of subscription and acknowledgement of these Articles of Incorporation, which shall be filed with the Department of State within five (5) days hereof, exclusive of holidays.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation is organizing for the purpose of transacting any and all lawful business. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

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**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 have outstanding is 1,000 shares of common stock at a par value of one dollar 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 not have pre-emptive rights to subscribe to the corporation's securities.

The corporation is authorized to redeem and/or involuntarily re-acquire any shares of outstanding common stock at book value upon majority vote of the outstanding common stock.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is J. Rafael Rodriguez, Esq. The street address of the initial registered office of the corporation in the State of Florida is 6367 Bird Road, Miami, Florida 33155.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have one initial director. The number of directors may be increased or decreased from time to

time in the manner provided in the by-laws of the corporation, but shall not be less than one (1) or more than seven (7).

The names and street address of the initial directors are J. Rafael Rodriguez, 6367 Bird Road, Miami, Florida 33155, and Lydia F. Rodriguez, 6367 Bird Road, Miami, Florida 33155.

#### **ARTICLE VII**

##### **INCORPORATOR**

The name and address of the incorporators of these Articles of Incorporation are J. Rafael Rodriguez, 6367 Bird Road, Miami, Florida 33155, and Lydia F. Rodriguez, 6367 Bird Road, Miami, Florida 33155.

#### **ARTICLE VIII**

##### **BY-LAWS**

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

#### **ARTICLE IX**

##### **INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any 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 X**

### **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the corporation and one (1) or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

## **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 incorporators have  
executed these Articles of Incorporation this 5<sup>th</sup> day of  
September, 1995.

  
J. Rafael Rodriguez  
Incorporator

  
Lydia F. Rodriguez  
Incorporator

STATE OF FLORIDA    )  
                              : ss  
COUNTY OF DADE    )

BEFORE ME, a Notary Public authorized to take acknow-  
ledgments in the State and County set forth above, personally  
appeared J. Rafael Rodriguez and Lydia F. Rodriguez, who are  
personally known to me or who have produced driver's licenses  
as identification and who did execute the foregoing Articles of  
Incorporation, and acknowledged before me that they executed  
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal, in the State and County aforesaid, this 5<sup>th</sup> day  
of September, 1995.

  
NOTARY PUBLIC, State of Florida at  
Large

My Commission Expires:

OFFICIAL NOTARY SEAL ANGELINA L. RIVERO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC235629 MY COMMISSION EXP. NOV. 16, 1996
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**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND REGISTERED OFFICE**

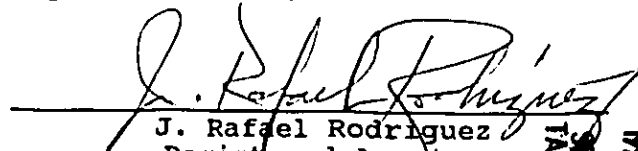
Pursuant to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

That CANOSSA INVESTMENTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named J. Rafael Rodriguez, located at 6367 Bird Road, Miami, Florida 33155, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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

Dated this 5<sup>th</sup> day of September, 1995.

  
J. Rafael Rodriguez  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED