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ARTICLES OF INCORPORATIONTALLAHASSEE, FLORIDA

PALAZZO INTERNATIONAL DESIGN, INC.

THE UNDERSTONED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT. HEREBY FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1 - MAME

THE NAME OF THE COPORATION IS PALAZZO INTERNATIONAL DESIGN. INC.

ARTICLE II - NATURE OF BUSINESS

THE GENERAL CHARACTER, PURPOSE, AND NATURE OF BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO CARRY ON IN ANY CAPACITY AND BUSINESS OR TRADE DEEMED LEGAL IN THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE CUTSTANDING AT ANY TIME IS 500.00 SHARES OF COMMON STOCK, EACH SHARE HAVING A PAR VALUE OF \$1.00.

ARTICLE IV - INITIAL CAPITAL

THE AMOUNT OF THE CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS \$500.00.

ARTICLE V - TERM OF EXISTENCE

THE COPORATION SHALL HAVE PERPETURAL EXISTENCE.

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIAL OFFICE OF THIS CORPORATION IS TO BE AT:

> 9001 S.W. 94TH STREET, #218 MIAMI, FLORIDA, 33176

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DESIGNATE SUCH OTHER ADDRESS AND PLACE FOR THE PRINCIPAL OFFICE OF THIS CORPORATION AS IT MAY SEE FIT.

ARTICLE VII - REGISTERED AGENT

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT PALAZZO INTERNATIONAL DESIGN, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLE OF INCORPORATION, COUNTY OF DADE, HAS NAMED!

PEGGY L. AUSTEN 9001 S.W. 94TH STREET, #216 MIAMI, FLORIDA 33176

AS ITS AGENT TO ACCEPT SERIUCE 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 accept to act in this capacity and agree to comply with the provisions of said Act relative to Ecoping open said office.

> Paggy L. Auston, Registered Agent

THE CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAUS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - INITIAL DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL DIRECTORS WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED ARE AS FOLLOWS:

PRESIDENT AND TREASURER

PETER D. CERVONE 9001 S.W. 94TH STREET, #219 MIAMI, FLORIDA 33176

VICE-PRESIDENT AND SECRETARY

PEGGY L. AUSTEN 9001 S.W. 94TH STREET, #218 MIAMI, FLORIDA 33175

ARTICLE IX - INCORPORATION

THE NAMES AND STREET ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

PETER D. CERVONE 9001 S.W. 94TH ST., #21D MIAMI, FLORIDA 33176

PEGGY L. AUSTEN 9001 S.W. 94TH ST., #216 MIAMI, FLORIDA, 33176

ARTICLE X - EFFECTIVE DATE

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON ACCEPTANCE BY THE SECRETARY OF STATE.

ARTICLE XI - AMENDMENT

THESE ARTICLE OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AMD APPROVED AT A STOCKHOLDERS' MEETING BY ALL OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITHESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS, ACKNOWLEDGED AND FILED THIS FORGOING, ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS CITH DAY OF JANUARY, 1998.

PETER D. CERVONE

EGGY L. AUSTEN

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