

89600001

2-29-96 Adkins

Maile, Nagor, #501

1101 Brickell Ave

Miami, FL 33131

City State ZIP Phone

859-2135

CORPORATION(S) NAME

GRIOTTI IMPORT EXPORT, Corp.

- | | | |
|--|--|---|
| <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"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

RECEIVED
95 MAR -1 AM 9:58
DIVISION OF CORPORATION

F. CHESSEB MAR 1 1996

RECEIVED
Toll Free: 1-800-432-3028

100001729131
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FILED
95 MAR -1 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

**ARTICLES OF INCORPORATION
OF
GRIOTTI IMPORT EXPORT, CORP.**

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

ARTICLE I

NAME

The name of the corporation is: GRIOTTI IMPORT EXPORT, CORP.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business
permitted under the law of the United States or of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is
authorized to have outstanding at any one time is One Hundred (100)
Shares of common stock having a nominal or par value of (\$1.00) per
share.

ARTICLE IV

INITIAL STOCK

The amount of capital with which this corporation will begin
business in One Hundred Dollars (\$100.00).

FILED
96 MAR -1 12:13
TALLAHASSEE, FLORIDA

ARTICLE V
BEGINNING OF CORPORATION EXISTENCE

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

ADDRESS

The initial post office address of the principal office is:

100 Ocean Lane Drive
Suite #405
Key Biscayne, Florida 33149

ARTICLES VIII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which said person shall become subject by reason of his being a

director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

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 therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though no specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected 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 firm or corporation, provided that the fact that he is 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 there at

to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX

INITIAL DIRECTOR

Ana Maria Grisanti
100 Ocean Lane Drive
Suite #405
Key Biscayne, Florida 33149

ARTICLE X

INITIAL OFFICER

The initial officers of the corporation are as follows:

Ana Maria Grisanti
100 Ocean Lane Drive
Suite #405
Key Biscayne, Florida 33149

ARTICLE XI

INITIAL SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is Ana Maria Grisanti, 100 Ocean Lane Drive, Suite #405, Key Biscayne, Florida 33149.

WITNESS the hand and seal of said subscriber this 27 day
of February, 1996.



ANA MARIA GRISANTI

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

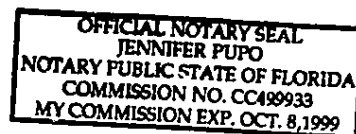
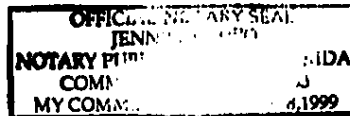
BEFORE ME, the undersigned authority, personally appeared
Ana Maria Grisanti, who is to me well known to be the person
described in and who subscribed the above Articles of
Incorporation, and he did freely and voluntarily acknowledge before
me, according to the law that they made and subscribed the same for
the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official
seal at Miami, Dade County, Florida this 24th day of
February, 1996.

JENNIFER PUPO


NOTARY PUBLIC

MY COMMISSION EXPIRES:

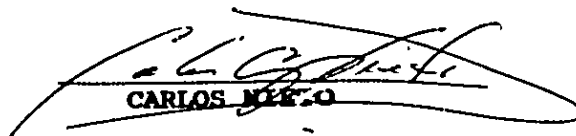


ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent and Registered Office of the Corporation shall be: **CARLOS NIETO, 100 Ocean Lane Drive, Suite #405, Key Biscayne, Florida 33149.**

IN WITNESS WHEREOF, I the undersigned, being the original Registered Agent to accept service of process for the corporation hereinabove named, do hereby accept the appointment as Registered Agent for said corporation, agree to comply with the provision of said Act relative to keeping open said office and hereunto set hand and/or seal this 28 day of February, 1996.


CARLOS NIETO

FILED
65 MAR - 1 PM 9:18
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that **CARLOS NIETO**, 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 **CARLOS NIETO**, 100 Ocean Lane Drive, Suite #405, Key Biscayne, Florida 33149 County of Dade, State of Florida, as its agent to accept service of process with 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.

CARLOS NIETO 