

Daniel Guerrieri, P.A.

ATTORNEY AT LAW

March 13, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-03/18/96--01090--016
****122.50 ****122.50

RE: CAPALBO & PARTNERS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above captioned for filing. Also, enclosed is our check in the amount of \$122.50, made payable to Secretary of State, representing your fee for filing same.

Should you have any questions or need any additional information, please do not hesitate to contact me.

Sincerely yours,

DANIEL GUERRIERI

EFFECTIVE DATE
MAR 12 1996

DG/be
Enclosures-As stated

T. BROWN MAR 25 1996

FILED
96 MAR 18 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FITTIPALDI EXECUTIVE CENTER

950 SOUTH MIAMI AVENUE MIAMI, FLORIDA 33130-4121

DADE (305) 381-6900 BROWARD (305) 763-8303 FACSIMILE (305) 372-8608

EFFECTIVE DATE
MAR 12 1996

**ARTICLES OF INCORPORATION
OF
CAPALBO & PARTNERS, INC.**

FILED
96 MAR 18 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

*The name of the corporation shall be **CAPALBO & PARTNERS, INC.***

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporator's execution and adoption of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

*JOHN GALE
1001 S. Bayshore Drive, Suite #1508
Miami, Florida 33131*

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this State, of this Corporation is 1001 South Bayshore Drive, Suite 1508, Miami, Florida 33131. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTOR and INCORPORATOR

The name and street address of the person signing these articles and the name and address of the persons who shall serve on the first Board of Directors

is: Director

*Dr. Ing Fausto Capalbo
1001 South Bayshore Dr.
Suite 1508
Miami, Florida 33131*

Incorporator

*Daniel Guerrieri
950 South Miami Ave.
Miami, Florida 33130*

ARTICLE VIII - AMENDMENT

These Articles 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, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, has hereunto set my hand and seal this 12th day of March, 1996.



DANIEL GUERRIERI

**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 **DANIEL GUERRIERI** to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 12th day of March, 1996.

My commission expires:



NOTARY PUBLIC State of Florida at Large



BETTY R. ESTEVEZ
COMMISSION # CC 478074
EXPIRES JUL 5, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
96 MAR 18 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida law the following is submitted:

CAPALBO & PARTNERS, INC., desiring to organize or qualify under the
Laws of the State of Florida, with its principal place of business at 1001 South
Bayshore Drive, Suite #1508, Miami, Florida 33131 has named JOHN GALE
as its agent to accept service of process within Florida.

Dated: 3/12/96



DANIEL GUERRIERI

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAPALBO &
PARTNERS, INC., at the place designated in the Articles of Incorporation, the
undersigned is familiar with and accepts the obligations of that position
pursuant to F.S. 607.0501(3).



JOHN GALE, Registered Agent