

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

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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,

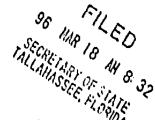
DANIEL GUERRIERI

DG/be Enclosures-As stated 흪

T. BROWN MAR 2 5 1996

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ARTICLES OF INCORPORATION OF CAPALBO & PARTNERS, INC.



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: <u>Director</u> 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 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 2 day of March, 1996.

My commission expires:

NOTARY PUBLIC State of Florida at Large



CERTIFICATE DESIGNATING REGISTERED AGENT AND SECRETARY TO PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF THE SERVICE OF AGENT UPON WHOM PROCESS MAY BE SERVED

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: 2/12/9/

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