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THE LAW OFFICES OF
MITCHELL SETH POLANSKY

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TERRMARK CENTRAL
2001 SOUTH BAYSHORE DR.
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(305) 858-0300
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March 22, 1996

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Secretary Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

re: Filomenas, Inc.
Articles of Incorporation

To whom it may concern:

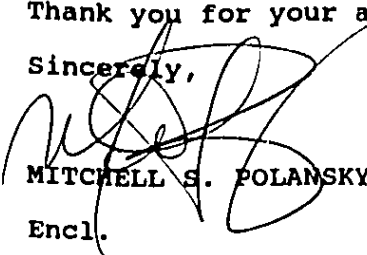
Enclosed herewith please find the original and a copy of the "Articles Of Incorporation" for the above referenced corporation. Additionally I enclose my check in the sum of \$122.50 made payable to the Secretary Of State that represents the filing fee.

Please return a certified copy of the "Articles Of Incorporation" to our office as soon as possible.

Should you have any questions, please do not hesitate in contacting me.

Thank you for your assistance.

Sincerely,


MITCHELL S. POLANSKY

Encl.

[AL APR - 1 1995]

FILED
95 MAR 25 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

FILOMENAS, INC.

FILED

96 MAR 25 PM 4:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I. NAME

The name of this corporation is FILOMENAS, INC. (the "Corporation").

Article II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

**FILOMENAS, INC.
2094 Rookery Bay Drive, #2806
Naples, Florida 33961**

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 SHARES of common stock having a par value of \$1.00 per share.

ARTICLE IV. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 South Bayshore Drive, Terremark Centre, Suite 1775, Coconut Grove, Florida 33133 and the initial registered agent of this Corporation at such office shall be The Law Offices Of Mitchell Seth Polansky, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Mitchell S. Polansky

2601 South Bayshore Drive
Terremark Centre, Suite 1775
Coconut Grove, Florida 33133

ARTICLE VI. - BOARD OF DIRECTORS

The Board of Directors shall be selected by the shareholders. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The initial Board of Directors shall be as follows:

Name

Address

Luca Villar

2094 Rookery Bay Drive, #2806
Naples, Florida 33961

Phyllis Villar

2094 Rookery Bay Drive, #2806
Naples, Florida 33961

In witness whereof, the undersigned has executed these Articles of Incorporation on this 22nd day of March, 1996.



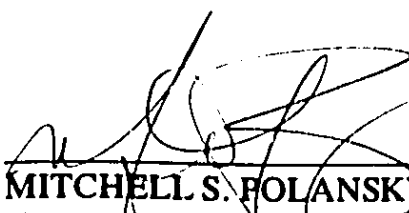
MITCHELL S. POLANSKY, Incorporator

**CERTIFICATE OF DESIGNATION REGISTERED AGENT AND
REGISTERED OFFICE AND ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT**

1. The name of the Corporation is: **FILOMENAS, INC.**
2. The name and address of the registered agent and the registered office is: **The Law Offices Of Mitchell Seth Polansky, 2601 South Bayshore Drive, Terremark Centre, Suite 1775, Coconut Grove, Florida 33133.**

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of **FILOMENAS, INC.** at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 22, 1996



MITCHELL S. POLANSKY, Registered Agent
Terremark Centre, Suite 1775
2601 South Bayshore Drive
Coconut Grove, Florida 33133

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA