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April 22, 1996

**FEDERAL EXPRESS DELIVERY**

Secretary of State, Florida  
Division of Corporations  
GEORGE FIRESTONE BUILDING  
409 E. Gaines Street  
Tallahassee, Florida 32399

6000001791446  
-04/23/96--01169--018  
\*\*\*\*124.60 \*\*\*\*124.60

Re: Arduengo Corp.

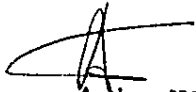
Dear Sir/Madam:

Enclosed herewith is an original and copy of the Articles of Incorporation, together with the original Certificate Designating Resident Agent with regard to the above-referenced corporation.

Also enclosed is my corporate check in the amount of \$124.60, representing the required filing fees.

If all is in order, please file the enclosed instruments in your records and return a certified copy of the Articles of Incorporation and the Certificate to this office.

Very truly yours,



Arthur W. Lambertus

AWL:gdw  
Enclosures

AW

5/3/96  
TD

RECEIVED  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

56 APR 23 AM 11:02

FILED

896A - 20304

D. BROWN APR 29 1996

**ARTICLES OF INCORPORATION  
OF  
ARDUENGO CORP.**

FILED  
20 APR 23 10:11:02  
CLERK OF COURT  
FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be ARDUENGO CORP. The principal office of the corporation is 12527 N.W. 10th Court, Ft. Lauderdale, FL 33323, and the mailing address of the corporation is 12527 N.W. 10th Court, Ft. Lauderdale, FL 33323.

**ARTICLE II  
DURATION**

The term of existence is perpetual.

**ARTICLE III  
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 600 shares and each share shall be the par value of One Dollar (\$1.00). The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

**ARTICLE IV**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation is 12527 N.W. 10th Court, Ft. Lauderdale, Florida 33323 and the name of the initial registered agent at that address is Vicente Arduengo.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors which shall consist of 1 member; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

**NAME**

Vicente Arduengo

**ADDRESS**

12527 N.W. 10th Court  
Ft. Lauderdale, FL 33323

**ARTICLE VI**  
**INCORPORATOR**

The name and mailing address of the Incorporator of the corporation is:

**NAME**

Vicente Arduengo

**ADDRESS**

12527 N.W. 10th Court  
Ft. Lauderdale, FL 33323

**ARTICLE VII**  
**INDEMNIFICATION**

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

**ARTICLE VIII**  
**AFFILIATED TRANSACTIONS**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE IX**  
**CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has herunto set his hand and seal  
this 22 day of April, 1996.

Vicente Arduengo  
VICENTE ARDUENGO

STATE OF FLORIDA :  
COUNTY OF BROWARD :

I HEREBY CERTIFY that on this day personally appeared before me, an officer  
duly authorized to administer oaths and take acknowledgments, Vicente Arduengo,  
who is personally known to me or who has produced a driver license as  
identification, and who executed the foregoing Articles of Incorporation and  
acknowledged before me that he executed the same freely and voluntarily for the  
purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in Broward County, State of Florida.

A  
Notary Public, State of Florida  
Printed Name:  
My Commission Expires:



ARTHUR W. LAMBERTUS  
MY COMMISSION # CO 182846 EXPIRES  
May 2, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

**RESIDENT AGENT DESIGNATION**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ARDUENGO CORP., desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at 12527 N.W. 10th Court has  
named Vicente Arduengo, located at 12527 N.W. 10th Court, Ft. Lauderdale, Florida  
33323, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby agree to act in this  
capacity; and I further agree to comply with the provisions of all statutes relative to  
the proper and complete performance of my duties.

INCORPORATOR:

Vicente Arduengo  
Vicente Arduenga  
12527 N.W. 10th Court  
Ft. Lauderdale, FL 33323

DATE: April 22, 1996

RESIDENT AGENT:

Vicente Arduengo  
Vicente Arduenga  
12527 N.W. 10th Court  
Ft. Lauderdale, FL 33323

DATE: April 22, 1996