

P9600.0.038605

GIORGIA Z INC.  
1311 Washington Avenue  
Miami Beach, FL 33139

April 26, 1996

Division of Corporations  
Secretary of State  
STATE OF FLORIDA  
409 E. Gaines Street  
Tallahassee, Florida 32399

RECEIVED  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: GIORGIA Z INC.

Dear Division:

Enclosed please find the following:

1. Articles of Incorporation and Certificate, etc. for the above Corporation.
2. My check number 84251862453 for \$70.00 payable "Secretary of State".
3. Stamped, return envelope for your use.

Please process the enclosed Articles of Incorporation and return to me (in the enclosed envelope) the enclosed copy of this letter with your date/time stamp for my records.

Thank you for your attention to this matter.

Very truly yours,

*Daide Calcina*  
Daide Calcina

enclosures/

MAY 6 1996

FILED  
96 APR 30 11:10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GIORGIA Z INC.**

FILED  
96 APR 30 AM 10:00  
COUNTY CLERK  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit in accordance with Chapter 607 of the Florida Statutes as last amended.

**ARTICLE ONE**

The corporation name shall be GIORGIA Z INC.

**ARTICLE TWO**

The purpose of this corporation is to do any and all things authorized under the laws of the State of Florida and, in addition, this corporation shall have all of those powers enumerated in section 607.011 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purposes.

**ARTICLE THREE**

The total number of shares of stock that may be issued is one thousand (1,000) shares of common stock with a par value of one cent (\$.01) per share. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting held for that purpose; and cash, property, labor or services may be acquired or paid for with the capital stock of this corporation at a just valuation likewise to be fixed by the Board of Directors.

**ARTICLE FOUR**

The Registered Agent for this corporation shall be DAVIDE CALCINAI and the registered office of the corporation shall be located at 1311 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE FIVE**

The Board of Directors shall consist of at least one (1) person and the initial Board of Directors shall consist of one (1) person. The name and address of the Incorporator as well as the Director are as follows:

DAVIDE CALCINAI  
1311 WASHINGTON AVENUE  
MIAMI BEACH, FLORIDA 33139

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

BE IT KNOWN TO ALL PERSONS that GIORGIA Z INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 1311 Washington Avenue, Miami Beach, Florida 33139, has named Davide Calcinaï, 1311 Washington Avenue, Miami Beach, Florida 33139 as its agent to accept Service of Process within the State of Florida.

Dated: April 26, 1996

  
DAVIDE CALCINAI  
Incorporator

HAVING BEEN NAMED to accept Service of Process for GIORGIA Z INC. at the place designated in this Certificate, I hereby agree to act in such capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 26, 1996

  
DAVIDE CALCINAI

FILED  
95 APR 30 AM 10:00  
STATE  
TALLAHASSEE, FLORIDA