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06/03/96 1616 AM
 06/03/96
 ((H96000007713))) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: RITA BALCINES
 DEPARTMENT OF STATE 2627 SW 16 ST.
 STATE OF FLORIDA
 409 EAST GAINES STREET MIAMI FL 33148-000033416-0629
 TALLAHASSEE, FL 32399 CONTACT: RITA M BALCINES
 FAX: (904) 922-4000 PHONE: (305) 443-1872
 FAX: (305) 447-0276
 ((H96000007713))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: ESCORPIO, CORP.
 FAX AUDIT NUMBER: H96000007713 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 06/03/1996 TIME REQUESTED: 09:16:18
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 075350000406

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 06/03/96

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 DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
RESCORPIO, CORP.**

I, the undersigned, ALVARO GENTA, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, this Certificate of Incorporation, as by law provided.

I. NAME:

The name of this corporation shall be:

RESCORPIO, CORP.

II. BUSINESS:

The general nature of the business and businesses to be transacted as follows: Retail and wholesale sales of general merchandise; import and export; and, To manufacture, buy, sell, trade and deal in all and every kind of material, product, manufactured or unmanufactured; to buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights.

To erect, maintain, purchase or rent, hire, lease, let or otherwise acquire and dispose of buildings and structures convenient to carry on said business. To acquire, sell, mortgage, lease or otherwise acquire or dispose of real or personal property, necessary or convenient to such business.

To acquire, own, purchase or dispose of licenses and permits for the operation of said business. To acquire good will, rights and property of any person, firm association or corporation, and pay for the same in cash or stock of this company, fund or obligations of this company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired.

Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire, hold, own, exchange, maintain, improve, alter, lease, sell convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this State, as shall be found necessary and convenient from time to time for the lawful purpose of this corporation.

This document prepared by: Rita Salcines (305) 443-1872
2827 SW 18 Street, Miami, FL 33145

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To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness of this State or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, now counted as outstanding for the purpose of any stockholders' quorum or vote.

Without in any particular limiting any of the objects and powers of the corporation, it being expressly declared and provided that the corporation shall have power to carry on its business, or for the purpose of accomplishment of any of the purposes of attainment of any of the objects hereinabove mentioned, and to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

III. **SHARES:** The authorized capital stock of this corporation shall consist of one class; namely, **COMMON STOCK**.

The authorized capital stock of this corporation shall consist of 100 shares of common stock, par value \$1.00.

Each share of common stock shall be entitled to one vote at all meetings of stockholders of the corporation.

IV. **EXISTENCE:** The corporation shall have perpetual existence.

V. **CAPITAL:** The amount of capital with which this corporation shall begin shall be \$100.

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VI. REGISTERED AGENT/REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS:

The Registered Agent, registered office and principal place of business of the Corporation shall be:

**REGISTERED AGENT: ALVARO GENTA
REGISTERED OFFICE/PRINCIPAL PLACE OF BUSINESS:
2457 COLLINS AVENUE, STE. 1201
MIAMI BEACH, FLORIDA 33140-4769**

VII. NUMBER OF DIRECTORS: The number of directors of this corporation shall be not less than 1 nor more than 5, as provided by the By-Laws, and they shall hold office for one year or until their successors have been duly elected.

VIII. FIRST BOARD: The following shall constitute the first Board of Directors of the Corporation:

**JORGE P. GENTA, PRESIDENT
ALVARO GENTA, VICE PRESIDENT/SECRETARY**

IX. SUBSCRIBER: The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

**ALVARO GENTA
2457 COLLINS AVENUE, STE. 1201
MIAMI BEACH, FLORIDA 33140-4769**

X. STOCKHOLDERS: The names of the stockholders of this Corporation, together with number of shares and value are as follows:

**JORGE P. GENTA - 50 SHARES - \$50
ALVARO GENTA - 50 SHARES - \$50**

The total aggregate amount of said stock is: 100 SHARES/\$100

XI. The incorporator hereby agrees to be bound by and to proceed under the provisions of Section 1244, Internal Revenue Code.

XII. GENERAL PROVISIONS: (A) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(B) The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders to the corporation.

(C) Subject to the provisions and conditions of this Article,

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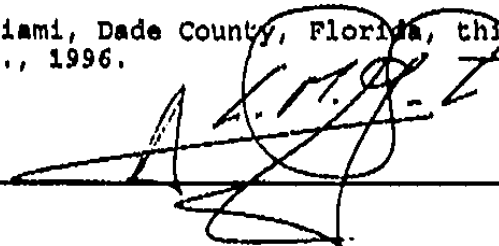
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the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(D) The corporation shall, at the first meeting of the stockholders, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations as they may deem expedient or necessary for the regulation of the business and the conduct of the affairs of the corporation, and such other provisions as they may deem necessary for creating, dividing, limiting and regulating powers of the corporation and its stockholders and the Board of Directors and Officers and their tenure of office; providing such rules and regulations are not contrary to the laws of the State of Florida and this Certificate.

(E) These Articles may be amended, provided every amendment be approved by a majority of the Board of Directors and stockholders.

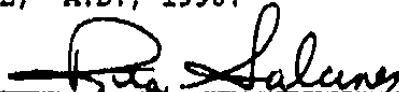
SUBSCRIBED at Miami, Dade County, Florida, this 3rd day of JUNE A.D., 1996.

 (SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public of the State of Florida, duly qualified and acting, personally appeared **ALVARO GENTA**, to me well known, and being by me first duly sworn and cautioned, upon his oath deposed and said that he acknowledged having signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 3rd day of JUNE, A.D., 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

H96000007713



RYAN SALCINES
My Commission Expires
August 20, 1997
Notary Public
State of Florida

H96000007713

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First---That **ESCORPIO, CORP.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami Beach, County of Dade, State of Florida, has named **ALVARO GENTA, 2457 COLLINS AVENUE, STE. 1201, MIAMI BEACH, FLORIDA, 33140-4769**, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

ALVARO GENTA

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


Registered Agent

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4/03/97
8:33 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000005463 9)))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: RITA SLCINES
075350000406

ACCT#:

CONTACT: RITA M SLCINES
PHONE: (305)443-1872
(305)447-0276

FAX #:

NAME: ESCORPIO, CORP.
AUDIT NUMBER.....H97000005463
DOC TYPE.....DISSOLUTION
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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97 APR 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dios

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ESCONPIO CORP.

SECOND: The date dissolution was authorized: 4-1-97

THIRD: Adoption of Dissolution (check one)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _____."
(voting group)

Signed this 3rd day of April, 1997

Signature

(By the Chairman or Vice-Chairman of the Board,
President, or other officer)

Alvaro Genta

(Typed or printed name)

VP

(Title)

FILED
97 APR 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This document was prepared by Rita Salcines (305) 443-1872
2827 SW 18 St., Miami, FL. 33145