RECEIVED

GEIGER KASDIN -

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FA# H96- 8062

ARTICLES OF INCORPORATION OF

GISELLE INVESTMENTS, INC.

i, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation,

ARTICLE

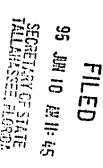
NAME

The name of the Corporation is:

GIBELLE INVESTMENTS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS



The general nature of the business to be transacted is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Fiorida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock which this corporation shall have authority to Issue is One Hundred (100) shares of common stock, having One Dollar (\$1.00) Par Value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than One Hundred Dollars (\$100,00).

Thomas J. Palmieri, Esquire 1428 Brickell Avenue, Sixth Floor Miami, Florida 33131 Fiorida Bar No. 242047 Telephone (305)372-5000 Telefax (305)372-0052 FA# H96- 0062

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 1428 Brickell Avenue, Bixth Floor, Miami, Florida 53131.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least two (2). The initial Board of Directors shall consist of the following persons:

Marcia Puignau 1428 Brickell Avenue Sixth Floor

Miami, Fiorida 33131

Thomas J. Paimieri 1426 Brickell Avenue

Sixth Floor

Minmi, Florida 33131

ARTICLE VIII

SUBSCRIDER

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

Thomas J. Palmieri 1428 Brickell Avenue Sixth Floor Miami, Florida 33131

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 1428 Brickell Avenue, Shith Floor, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: Thomas J. Palmieri,

ARTICLE X INDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of incorporation on this 7th day June, 1996.

THOMAS J. PALMIERI

SENT BY:

6- 7-86 : 16:83 :

CEICER KASDIN -

PA# H96- 8062

STATE OF FLORIDA) :88 COUNTY OF DADE

The foragoing instrument was acknowledged before me by THOMAS J. PALMIERI, individually. He is personally known to me and did take eath, this 7th day of June, 1956.

Mabei C, Cardona
Notary Public, State of Fior Mass. CCARDONA
Notary Public, State of Fior Mass. CCARDONA
NOTARY PIBLIC STATE OF FICHINA
COMMISSION NO. CC45M37
Mb Commission explicit COMMISSION EXP. APR. 10.1 day.

3th 10 WH 11: 45

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated. Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent teglelation.

THOMAS J. PALMIERI Registered Agent

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