

P96000058743

A. ROMEO INC.

121 NW 85 Place
Miami Florida 33126

July 8, 1996.

Department of State
Division of Corporations
George Firestone Boulevard # 409
East Gaines Street
Tallahassee, Florida, 32399.

500001891645
-07/12/96--01009--007
*****78.75 *****78.75

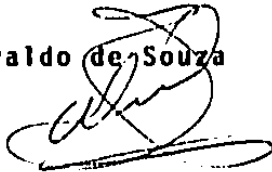
Subject: Padisa Corporation

Enclosed is an original and one (1) copy of the articles of incorporation and a check # 1174 \$ 78.75. covering Filing Fee and certificate.

from: Divaldo De Souza
5168 NE 6th Ave # 414
Oakland Park
Fort Lauderdale
Florida 33334

EFFECTIVE DATE
7-9-96

p.o. Divaldo de Souza



DVZ/J11.

FILED
96 JUL -9 AM 9:04
STATE
TALLAHASSEE, FLORIDA

AL JUL 12 1996

ARTICLES OF INCORPORATION
OF
PADISA CORPORATION

FILED
96 JUL -9 11 9:04
CLERK
FLORIDA

EFFECTIVE DATE
7-9-96

The undersigned subscribers of these articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: PADISA CORPORATION

ARTICLE II; DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III; PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

/

The name and address of the initial registered agent and office is as follows:

DIVALDO P. DE SOUZA
5168 NE 6TH AVE # 414
OAKLAND PARK
FORT LAUDERDALE
FLORIDA 33334

ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:

5168 NE 6TH AVE # 414
OAKLAND PARK
FORT LAUDERDALE
FLORIDA 33334

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have ONE (1) Director (s) initially. The number of directors may be ~~eighter~~ increased or decreased from time to time by an ammendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

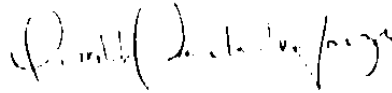
The name and address of the initial board of directors of this corporation are:

DIVALDO P. DE SOUZA
5168 NE 6TH AVE # 414
OAKLAND PARK
FORT LAUDERDALE
FLORIDA 33334

ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of Incorporation are:

DIVALDO P. DE SOUZA
5168 N E 6TH AVE # 414
OAKLAND PARK
FORT LAUDERDALE
FLORIDA 33334



ARTICLE IX. AMENDMENT OF ARTICLES.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred on the shareholders subject to this reservation.

ARTICLE X. PRE-EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without

cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XII. INDEMNIFICATION.

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
EXECUTED THESE ARTICLES OF INCORPORATION THIS EIGHT (8)
OF JULY OF 1996.

Divaldo P. de Souza

BEFORE ME, The undersigned authority, personally appeared
MR. DIVALDO P. DE SOUZA. To me known to be the person who
executed the foregoing Articles of Incorporation, and he
acknowledged to and before me that he executed such instrument.
Driver Licence Florida No: *S-200-175-66-088-0*

Sworn and subscribed before me on this July 9th / 1996

Notary Public,
Of Florida, my commission
expires. Feb 2 / 99

 MARTHA LOPEZ
My Commission CC-38878
Expires Feb 09 1999
Bonded by HAI
800-422-1566

FILED

96 JUL -9 PM 9:04

CL
A

**CERTIFICATE OF DESIGNATED OF REGISTERED AGENT AND
REGISTERED OFFICE.**

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent; in the state of Florida.

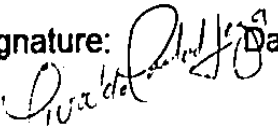
1.- The name of the corporation is:

PADISA CORPORATION

2.- The name and address of the registered agent and office is:

**DIVALDO P. DE SOUZA
5168 NE 6TH AVE # 414
OAKLAND PARK
FORT LAUDERDALE
FLORIDA 33334**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.

Signature:  Date: 7/8/96