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FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: F.R. DIGIOVANNI, INC.

FAX AUDIT NUMBER: H96000009824

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FLORIDA DIVISION OF CORPORATIONS

96 JUL 16 AM 7:45

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EMPIRE CORPORATE KIT

P.87/22

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96 JUL 16 12:14:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

F.R. DIGIOVANNI, INC.

THE UNDERSIGNED, has executed the following document as Incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as Incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

F.R. DIGIOVANNI, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - ADDRESS

The principal place of business and mailing address of this corporation shall be:

300 Aragon Ave. Suite 360
Coral Gables, Fl. 33134

ARTICLE IV - NATURE OF BUSINESS

This corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of The United States of America and of the State of Florida.

Prepared By: Bernabe Oteiza
TALTECH
121 MAYORCA AVE.
CORAL GABLES FL 33134

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ARTICLE V - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 60 shares, having an individual par value of non-par.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI - REGISTERED AGENT

The name and street address of the initial Registered Agent of this corporation shall be:

Fabrice Digiovanni

318 Majorca Ave. # 112
Coral Gables, Fl. 33134

ARTICLE VII - DIRECTORS

The corporation shall have no less than one (1) nor more than seven (7) Directors.

ARTICLE VIII - INITIAL DIRECTORS

The name(s) and address(es) of the member(s) of the first Board of Directors are:

NAME

ADDRESS

Fabrice Digiovanni

318 Majorca Ave. # 112
Coral Gables, Fl. 33134

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ARTICLE IX - INCORPORATION

The name(s) and address(es) of the Incorporator(s) to these Articles of Incorporation are:

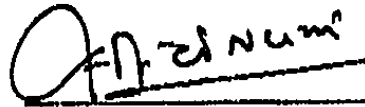
NAME

ADDRESS

Fabrice Digiovanni

318 MAJorca Ave. # 112
Coral Gables, FL. 33134

The undersigned has executed these Articles of Incorporation this
21st day of June, 1996.



Incorporator
Fabrice Digiovanni

Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0901, 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.

First that F.R. Digiovanni, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Fabrice Digiovanni located at 318 Motorway Ave. C.O. Fl. County of Dade State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AN 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

F.R. Digiovanni

Registered Agent

Fabrice Digiovanni

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