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TO: DIVISION OF CORPORATIONS FROM: EMIRE CORPORATION KIT COMPANY  
STATE OF FLORIDA 1002 N. FLORIDA ST.  
400 EAST BAYVIEW AVE. SUITE 200 MIAMI FL 33135  
TALLAHASSEE, FL 32300 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3094  
FAX: (305) 541-3770  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: P.O. 101, INC.  
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DIVISION OF CORPORATIONS

AUG-05-1996 10:20

EMPIRE CORPORATE KIT

P.09/14

David Iverson, Esq.

(305) 669-1355

FBN. 409190

P.O. Box 143643

Coral Gables, FL 33134

**CERTIFICATE OF INCORPORATION**

**OF**

**P.C. 101, INC.**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights privileges, and immunities of corporation.

**ARTICLE I**

The name of this corporation shall be:

**P.C. 101, INC.**

**ARTICLE II**

The corporation shall carry on any and all of the things permitted by law governing corporations as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

To purchase, lease or otherwise acquire, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description.

To do each and everything necessary, suitable or proper thing for the accomplishment of any of the above purposes.

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**ARTICLE III**

The total number of shares of capital stock which may be issued by this corporation shall be **ONE HUNDRED (100) SHARES AT TEN (\$10.00) DOLLARS PER VALUE.**

**ARTICLE IV**

The amount of capital with which business shall begin is **ONE THOUSAND DOLLARS (\$1000.00).**

**ARTICLE V**

The existence of the corporation shall be perpetual.

**ARTICLE VI**

The principal place of business of the corporation shall be:

**4699 SW 72ND AVENUE  
MIAMI, FLORIDA 33166**

**ARTICLE VII**

The number of Directors can be one and no more than seven (7), and the number to be elected for the first year and until changed by vote of the stockholders at any annual meeting shall be one (1) Director.

**ARTICLE VIII**

The names and addresses of the Directors and officers who shall serve until their successors are elected are:

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**GIOVANNI D'AGOSTINO**, President and sole Director, 4699 SW 72nd Avenue,  
Miami, Florida 33155.

**JUAN CARLOS IALEGOLO**, Secretary, 4699 SW 72nd Avenue, Miami, Florida 33155.

**ARTICLE VIII(a)**

The street address of the initial registered agent office of this corporation is 4699 SW 72nd Avenue, Miami, Florida 33155, and the name of the initial registered agent of this corporation at that address is **DAVID IVERSON**.

**ARTICLE IX**

The Directors shall have the power to issue stock in payment for property, or labor, or services after and provided the value of such property, labor or services shall have been determined by resolution of the stockholders.

The Directors shall have power to authorize and cause to be executed mortgage and franchises of this corporation and to borrow money thereon without limit as to amount, provided such action shall have first been authorized by the holders of a majority of the stock entitled to vote.

No Director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or otherwise, nor shall any such contract, nor any contract or arrangement entered into by or on behalf of the company in which any Director shall be in any way interested, be voided, nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realized in any such contract or arrangement by reason of such Director holding the office or by the fiduciary relationship thereby established; but the nature of the

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Director's interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if his interest is then existing, or in any other case, at the first meeting of Directors after the acquisition of his interest.

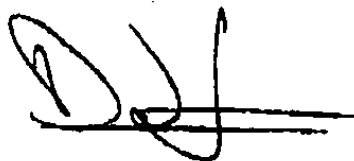
Stockholders shall have the power to elect at any annual or special meeting a new Board of Directors, and the newly elected Directors shall replace the former Directors when directed by resolution of the stockholders.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, or book, or document of this corporation, except as conferred by laws or by the By-Laws, or by resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents, and papers of the corporation outside the State of Florida, and at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders, except as otherwise required by the laws of the State of Florida.

This corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

IN WITNESS WHERE OF, the undersigned has this 2nd day of August, 1996 made and subscribed this Certificate of Incorporation for the purpose of forming a corporation pursuant to an Act of Legislature of the State of Florida.



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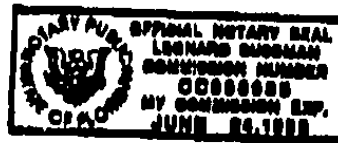
EMPIRE CORPORATE KIT

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SWORN TO AND SUBSCRIBED before me this 2 day of August, 1996 by  
DAVID IVERSON personally known to me and who did take an oath.

  
Notary Public-Signature



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

Pursuant to chapter 48.091, Florida Statutes, the following is submitted, in compliance with this Act:

First- That P.C. 101, INC., organized under the laws of the State of Florida with its principal office, as directed in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named David Iverson located at:

4699 SW 72ND Avenue  
Miami, Florida 33155

City of Miami, County of Dade, State of Florida as its agent to accept service of process with this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above state 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 relating to keeping open said office.

Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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