

Admitted in Florida and
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August 6, 1996

SENT FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: **GIOPAE, INC.**
File No : 1092.2

800001916318
-08/08/96--01091--004
*****122.50 *****122.50

Gentlemen:

Enclosed for filing is the original and a copy of the Articles of Incorporation of GIOPAE, INC., which is a Florida for profit corporation.

Also enclosed herewith is a check payable to the "Secretary of State" in the amount of \$122.50 to pay for the following charges:

- 1) Original filing fee of \$35.00;
- 2) Registered agent fee of \$35.00;
- 3) Certified copy fee of \$52.50.

Please send a certified copy of the Articles of Incorporation to the above address in the enclosed Federal Express mailer.

Thank you for your cooperation.

Very truly yours,


PAUL M. KADE

PMK:lp
Encls.

FILED
96 AUG -8 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG 12 1996

**ARTICLES OF INCORPORATION
OF
GIOPAE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **GIOPAE, INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be: 15570 S.W. 157
Street, Miami, Florida 33187

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or businesses permitted under the
Laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any
time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock
issued by the Corporation shall be paid in lawful money of the United States of America or in
property, the just value of which shall be fixed by the Board of Directors in the manner provided for
by the laws of the State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The initial registered office of this Corporation shall be 9100 S. Dadeland Boulevard, Suite 400,
Miami, Florida 33156, and the initial registered agent of this Corporation at such office shall be Paul

M. Kade, Esq., who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The names and addresses of the directors constituting the initial Board of Directors is:

Giovanni Lavigne
15570 S.W. 157 Street
Miami, Florida 33187

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15570 S.W. 157 Street
Miami, Florida 33187

ARTICLE VII - OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors, acting through the officers of the Corporation consisting of a President, Vice President, Treasurer, and Secretary, and any other assistant vice presidents and secretaries as may be designated in the By-Laws of the Corporation. The officers of the Corporation shall be elected in the manner set forth in the By-Laws.

ARTICLE IX - BY-LAWS

The Board of Directors shall have full power to adopt, amend, or rescind the By-Laws by majority vote.

ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

Stock in the corporation may be transferred to the corporation or to other shareholders without prior approval of the Board of Directors or other shareholders. However, any sale or transfer of stock in the corporation to third parties must be approved in advance by the owners of not less than

ARTICLE XI-AMENDMENT

ARTICLE XII - INCORPORATOR

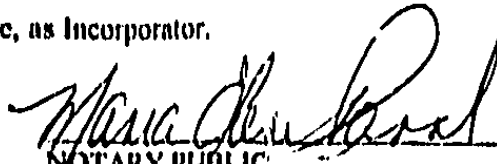
ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

DATED this 1st day of August, 1996.

Giovanni Lavigne
Giovanni Lavigne, Incorporator

The foregoing Articles of Incorporation of GIOPAE, INC. , were acknowledged before me this

7th day of August, 1996, by Giovanni Lavigne, as Incorporator.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



Personally Known: X or

Produced Following Identification: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GIOPAE, INC., at the place designated in the Articles of Incorporation, I, PAUL M. KADE, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 7 day of August, 1996.


Paul M. Kade, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA