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Attorney at Law

FILED

3929 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

96 OCT -7 PM 3:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone 448-2338  
Facsimile 444-6788

October 2, 1996

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-10/07/96--01041--014  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

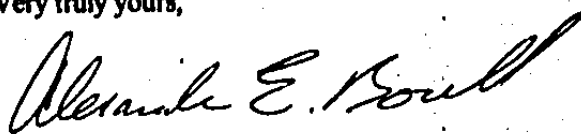
Re: **REVELSTOKE INTERNATIONAL (Florida) INC**

To Whom it May Concern:

Attached please find a check for \$122.50 for the registration of the aforementioned corporation.

Should you have any questions, please feel free to contact me.

Very truly yours,



ALEXANDER E. BORELL

Attachment  
032796.2

10/9/96

**ARTICLES OF INCORPORATION  
OF  
REVELSTOKE INTERNATIONAL (Florida) INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.**  
**NAME**

The name of the Corporation is: **REVELSTOKE INTERNATIONAL (Florida) INC.**

**ARTICLE II.**  
**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III.**  
**NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE V.**  
**PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI.**  
**REGISTERED OFFICE**

The street address of the initial registered agent of the Corporation is:

**3929 Ponce de Leon Blvd.  
Coral Gables, Florida 33134**

The name of the registered agent at such address is:

**ALEXANDER E. BORELL, Esquire**

**ARTICLE VII.**  
**PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

1717 North Bayshore Drive, # 127  
Miami, Florida 33132

**ARTICLE VIII.**  
**DIRECTORS**

The initial Board of Directors of the Corporation shall consist of 1 member. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's By-laws.

The names and address for the one (1) member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
CLAUDIO FALSETTO	1717 North Bayshore Drive, # 127 Miami, Florida 33134

**ARTICLE IX.**  
**INCORPORATOR**

<u>NAME</u>	<u>ADDRESS</u>
CLAUDIO FALSETTO	1717 North Bayshore Drive, # 127 Miami, Florida 33134

**ARTICLE X.**  
**OFFICERS**

The names and addresses and title of the initial officer(s) of the Corporation are:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
C. FALSETTO / President and Director	1717 North Bayshore Drive, # 127 Miami, Florida 33134

**ARTICLE XI.**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XII**  
**REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER**  
**PRE-INCORPORATION EXPENSES: ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XIII**  
**RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day September, 1996.

  
\_\_\_\_\_  
CLAUDIO FALSETTO, INCORPORATOR

STATE OF FLORIDA     )  
                                  (s.s.)  
COUNTY OF DADE     )

THE FOREGOING instrument was acknowledged before me this 30 day of September 1996 by **CLAUDIO FALSETTO**, as Incorporator of **REVELSTOKE INTERNATIONAL (Florida) INC.**, on behalf of the corporation, who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.

  
\_\_\_\_\_  
ALEXANDER E. BORELL, Esquire  
NOTARY PUBLIC, STATE OF FLORIDA

my commission expires:



ALEXANDER E BORELL  
My Commission CC557294  
Expires Jul. 20, 2000

**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: THAT REVELSTOKE INTERNATIONAL (Florida) INC., desiring to organize  
or qualify under the laws of the Stat of Florida with its principal place of business at the CITY OF  
MIAMI, STATE OF FLORIDA, HAS NAMED ALEXANDER E. BORELL, whose address is  
3929 Ponce de Leon Blvd., Coral Gables, Florida, 33134, as its Agent to accept service of  
process.

SIGNATURE: *Alexander E. Borell*

DATE: 9-30-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION,  
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND  
I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: *Alexander E. Borell*

DATE: 9-30-96

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TALLAHASSEE, FLORIDA