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TALLAHASSEE, FL 32301-2607  
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904-222-0391 FAX

000-342-8086



PRESIDENT HALL  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 156688 85437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 15, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 156688-005

CUSTOMER NO: 85437A

CUSTOMER: Ms. Marieta G. Pidermann  
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre  
11900 Biscayne Boulevard  
Miami, FL 33181

DOMESTIC FILING

NAME: PARO HOLDINGS, INC.

EFFECTIVE DATE:

EFFECTIVE DATE  
11-13-96

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

0000002005800--4  
-11/15/96--01052--008  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 NOV 15 PM 3:48  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
96 NOV 15 PM 12:16  
DIVISION OF CORPORATION

Dmc 11/15/96

ARTICLES OF INCORPORATION  
OF  
PARO HOLDINGS, INC.

FILED  
96 NOV 15 PM 3:48  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I  
NAME

EFFECTIVE DATE  
11-13-96

The name of this corporation is: PARO HOLDINGS, INC. The principal place of business of this corporation shall be at 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

ARTICLE IV  
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VII**  
**DIRECTORS**

The number of directors of the corporation shall not be less than two or more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

**NAME**

**ADDRESS**

**MICHEL COUTURE**

**11900 Biscayne Boulevard  
Suite 760  
Miami, Florida 33181**

**MARIE COUTURE**

**11900 Biscayne Boulevard  
Suite 760  
Miami, Florida 33181**

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
MICHEL COUTURE President	11900 Biscayne Boulevard Suite 760 Miami, Florida 33181
MARIE COUTURE Secretary	11900 Biscayne Boulevard Suite 760 Miami, Florida 33181

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is LOUIS A. SUPRASKI, ESQ., 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Louis A. Supraski, Esq.	11900 Biscayne Boulevard Suite 760 Miami, Florida 33181

**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 13 day of November, 1996.

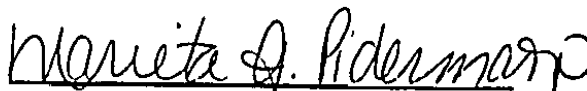


\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.  
SUBSCRIBER

STATE OF FLORIDA       )  
                                  )ss:  
COUNTY OF DADE       )

**BEFORE ME**, the undersigned Notary Public, personally appeared LOUIS A. SUPRASKI, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

**IT WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 13 day of November, 1996.



\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

Marieta G. Pidermann  
Print Name of Notary Public



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

FILED  
NOV 15 PM 3:48  
TALLAHASSEE, FLORIDA

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

FIRST -- THAT PARO HOLDINGS, INC. , DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT 11900 BISCAYNE BOULEVARD, SUITE 760, MIAMI, FLORIDA  
33181, HEREBY NAMES LOUIS A. SUPRASKI, ESQ. AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.

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.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.  
REGISTERED AGENT

DATED: November 13, 1996