

01/16/1997 11:02 305-371-2136

FL INCORPORATORS INC

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TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: FLORIDA INCORPORATORS, INC.  
075350000473

ACCT#:

CONTACT: MARK HANKINS  
PHONE: (305) 444-9508  
(305) 371-2136

FAX #:

NAME: PARONI-MERCHANT & ASSOCIATES, INC.

AUDIT NUMBER.....H97000000910

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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Handwritten signature and date: 1/16/97

**RICARDO MARTINEZ-CID**

PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 4100 CORAL WAY • SUITE 300 • MIAMI, FLORIDA 3345-2860 • TELEPHONE (305) 459-7404 • FACSIMILE (305) 858 2513

**FACSIMILE TRANSMISSION**

Number of pages sent: 4 (including this page)

SEND TO: Florida Department of State/Division of Corporations  
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (904) 922-2208

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: January 16, 1997

Gentlemen:

The proposed articles of incorporation and certificate of registered agent for ENCLAR INC. follow. Debit my account for the amount of \$162.50, covering the filing fee (\$35.00), one (1) certified copy of articles (\$52.50), and the registered agent certificate (\$35.00). Upon filing these documents, please, provide, via facsimile, one certified copy of the Articles of Incorporation. Thank you for your cooperation.

Sincerely yours,

  
Ricardo Martinez-Cid

RMC/mg

cc: Client

Encl.

Cc: Client

NOTE: IF THERE IS A PROBLEM WITH THIS FACSIMILE TRANSMISSION,  
PLEASE CALL US AT (305) 859-7494 AS SOON AS POSSIBLE.

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ARTICLES OF INCORPORATION

OF

PARONI-MERCHANT & ASSOCIATES, INC.

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THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is PARONI-MERCHANT & ASSOCIATES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be upon filing with the Secretary of State of the State of Florida.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful

FLORIDA INCORPORATORS, INC.  
1221 BRICKELL AVE, STE. 900 1  
MIAMI, FL 33131  
(305) 371-2136

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business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

RIAZ MERCHANT  
12745 S.W. 102ND TERRACE  
MIAMI, FL 33186

VANDELEI DE JESUS PARONI  
660 GENERAL JARDIM STREET  
SAO PAULO, SP, 01223-010  
BRAZIL

SEVENTH: The name and address of the incorporator is:

RIAZ MERCHANT  
12745 S.W. 102ND TERRACE  
MIAMI, FL 33186

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EIGHTH: The name and address of the initial registered agent and the initial registered office is:

RIAE MERCHANT  
12745 S.W. 102ND TERRACE  
MIAMI, FL 33186

NINTH: The principal office of the corporation is:

PARONI-MERCHANT & ASSOCIATES, INC.  
12745 S.W. 102ND TERRACE  
MIAMI, FL 33186

TENTH: The mailing address of the corporation is:

PARONI-MERCHANT & ASSOCIATES, INC.  
12745 S.W. 102ND TERRACE  
MIAMI, FL 33186

DATED: January 16, 1997

*A. S. Merchant*  
RIAE MERCHANT  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

By: *A. S. Merchant*  
RIAE MERCHANT

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