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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: HOLLAND & KNIGHT OF MIAMI
CONTACT: STEVEN H HAGEN
PHONE: (305) 374-8500

ACCT#: 072203000603

FAX #: (305) 789-7799

NAME: GIOVE PLUVIO INTERNATIONAL, INC.

AUDIT NUMBER.....H97000001345

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

CERT. OF STATUS..0

PAGES..... 4

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1/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000001345 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

me 1/24/97

FAX AUDIT NO.: H97000001345

ARTICLES OF INCORPORATION
OF
GIOVE PLUVIO INTERNATIONAL, INC.

The undersigned, acting as incorporator of GIOVE PLUVIO INTERNATIONAL, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is GIOVE PLUVIO INTERNATIONAL, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

THIS INSTRUMENT WAS PREPARED BY:

Duccio Mortillaro, Esq.

Fla. Bar No.: 0006866

Holland & Knight

701 Brickell Ave., Suite 3000

Miami, Florida 33131

tel: (305) 374-8500

fax: (305) 789-7799

FAX AUDIT NO.: H97000001345

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Carlo Brambilla, c/o Holland & Knight, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

FAX AUDIT NO.: H97000001345

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 23rd day of January, 1997.

Carlo Brambilla

Carlo Brambilla, Incorporator

FAX AUDIT NO.: H97000001345

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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:

That GIOVE PLUVIO INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accept, the obligations of that position.

Dated this 23rd day of January, 1997.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 
Jorge L. Hernandez-Torano, Vice Pres.

MIA3-464657

FAX AUDIT NO.: H97000001345