

P97000017215

MICHELE GOVONI
9375 FONTAINEBLEU BLVD, L-315
MIAMI, FLORIDA 33172

January 31, 1997

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

700002081777--4
-02/07/97--01086--008
*****122.50 *****122.50

Re: Migo Holding Corporation

Dear Sir/Madam:

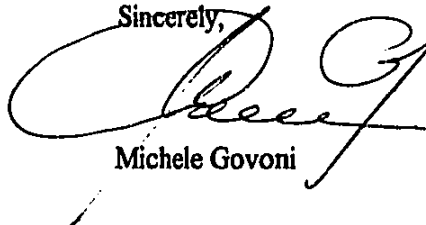
Enclosed for filing regarding the above-referenced corporation are the following:

1. Articles of Incorporation of Migo Holding Corporation; and
2. A check in the amount of \$122.50 to cover the filing fees and a certified copy to be returned to me.

Thank you for your prompt attention to this matter.

W97-3267

Sincerely,



Michele Govoni

Encs.

FILED
97 FEB 24 PM 2:47
TALLAHASSEE FLORIDA

2-24-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

MICHELE GOVONI
9375 FONTAINEBLEU BLVD., L-315
MIAMI, FL 33172

SUBJECT: MIGO HOLDING CORPORATION
Ref. Number: W97000003267

We have received your document for MIGO HOLDING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 797A00006926

MICHELE GOVONI
9375 FONTAINEBLEU BLVD.
MIAMI, FLORIDA 33172
(305) 220-9583

February 19, 1997

Ms. Kathy Hyman
Document Specialist
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

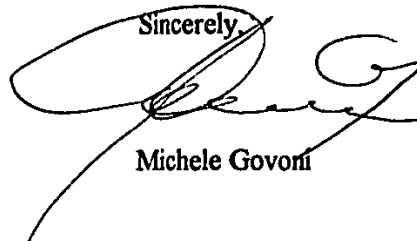
Re: Migo Holding Corporation
Ref No.: W97000003267

Dear Sir/Madam:

I have added to Article 1 the principal office's mailing address and stipulated that it is the same as the registered agent's address as we discussed.

Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michele Govoni', written over the word 'Sincerely,'.

Michele Govoni

Encs.

ARTICLES OF INCORPORATION
OF
MIGO HOLDING CORPORATION

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97 FEB 26 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.164 of the Florida General Corporation Act, the undersigned incorporator hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be MIGO HOLDING CORPORATION. The principal office's mailing address is the same as the registered office's address, being 9375 Fontainebleu Blvd., L-315, Miami, Florida 33172

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue, two (2) shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9375 Fontainebleu Blvd., L-315, Miami, Florida 33172 and the name of the initial registered agent of this Corporation is Michele Govoni.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are Michele Govoni, 9375 Fontainebleu Blvd., L-315, Miami, Florida 33172 and Guido Govoni, Schulstrasse 15, 8624 Grut (zh), Switzerland.

ARTICLE VII

AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

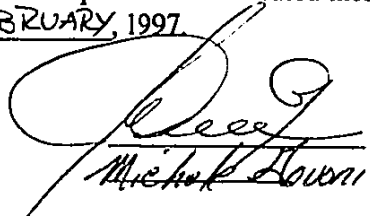
This Corporation shall indemnify any and all of its directors, officers, employees and agents to the fullest extent permitted by the Florida General Corporation Act.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is: Michele Govoni, 9375 Fontainebleu Blvd., L-315, Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20 day of FEBRUARY, 1997.

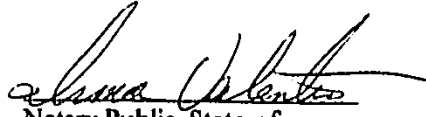

Michele Govoni

ACKNOWLEDGMENT

STATE OF FLORIDA)
)SS
COUNTY OF DATE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michele Govoni, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed seal in the State and County aforesaid, this 20th day of February, 1997.


Notary Public, State of
Florida at Large


My Commission Expires:



IRMA VALENTIN
My Commission CC319234
Expires Sep. 27, 1997
Bonded by HAI
800-422-1555

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for MIGO HOLDING CORPORATION, at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


Michele Govoni

FILED
97 FEB 24 PM 2:47
TALLAHASSEE, FLORIDA