

FILED  
97 MAY -9 AM 11:05  
SECTION 100 STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 2, 1997

CEZARE RIVERO  
1045 10TH ST STE 705  
MIAMI BEACH, FL 33139

SUBJECT: CEZARE INTERNATIONAL, INC.  
Ref. Number: W97000007602

We have received your document for CEZARE INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 697A00016529

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

We the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information liabilities, right, privileges and immunities of a corporation for profit.

ARTICLE 1

NAME ADDRESS AND AGENT

The name of this corporation shall be:

CEZARE INTERNATIONAL Inc.

(hereinafter referred to as the corporation). Its Registered Office shall be located at 1045 10 STREET #705

MIAMI BEACH FL 33139 in the County of Dade. Its Registered

Agent shall be CEZARE RIVERO, located at

1045 10 STREET MIAMI BEACH FL County of Dade, State of -  
Florida.

ARTICLE 1:

NATURE OF BUSINESS

Section 1. The general nature of the business an objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any for

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/ or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage -- pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock, and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bond, or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be:

ONE HUNDRED, (100) shares of no par value. For incorporation purposes, each share will have a nominal value set at.

FIVE DOLLARS (\$5), per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non-assessable. The capital stock of this corporation may be paid in lawful -- money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have preemptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his -- share or shares by proxy, one share representing one vote.

ARTICLE IV

TERM OF EXISTENCE

The amount of capital with which corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, - the BY-laws and the Act of the Legislature approved June 1, 1925 and acts amendatory thereto, shall hold office for the first -- year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT	CEZARE RIVERO	1045 10 STREET # 705 MIAMI BEACH FL 33139
SECRETARY	MARGARITA RIVERO	600 E 42 ST MIAMI BEACH FL 33139

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>NAME &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
CEZARE RIVERO PRESIDENT	1045 10 ST #705 MIAMI BEACH FL 33139	70
MARGARITA RIVERO SECRETARY	600 E 42 ST MIAMI BEACH FL 33139	30

be controlled by the By-laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may from time to time and whenever necessary, be amended by the Board of -- Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at Dade County, Florida - for the uses and purposes aforesaid.

Witnesses:

Diego P. Castro  
President

Margarita Rivero  
Sec-Tres.

I HEREBY CERTIFY that on this 18 day of MARCH 1997, before me personally appeared LEZARE RIVERO and MARGARITA RIVERO

PRESIDENT AND SECRETARY-TRESURER respectively, to me well known to be the persons describe as subscribers in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledge before me tha they subscribe to these Articles of Incorporation.

In Witness Whereof, I have hereunte set my official seal and hand \_\_\_\_\_ Dade County, this 18 day of MARCH - 1997 Ad.



Diego P. Castro  
Notary Public  
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED  
MAY -9 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48,091, Florida Statutes,  
the following submitted, in compliance with said Act:

First: That Cezare International Inc.

desiring to organize under the Laws of the State of  
Florida, with its principal office, as set forth in the  
articles of incorporation.

County of DADE State of Florida, it named \_\_\_\_\_

Cezare Rivero \_\_\_\_\_

located at 1045 10 ST # 705  
(Street address and number of Building)

City of MIAMI BEACH 33139 County of DADE

State of Florida, as its agent to accept service of process  
within this State.

ACKNOWLEDGEMENT.-Must be signed by designated agent.

Having been named to accept service of process for the  
above state Corporation, at place designated in this certi-  
ficate, I hereby accept to Act in this capacity and agree to  
comply with the provision of said Act. relative to keeping o-  
pen said office.

BY:

Cezare Rivero

Resident Agent.