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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 30, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Carraro-Solivan & Associates, Inc.

000002198180--8

-06/02/97--01129--005

\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir and/or Madam:

Enclosed please find the Articles of Incorporation for Carraro-Solivan & Associates, Inc., a check in the amount of \$122.50 and a self addressed stamped envelope for a certified copy.

If you have any questions, please do not hesitate to contact us.

Yours truly,



Frances Solivan  
330 Greco Avenue, # 108  
Coral Gables, Florida 33146

QN 6-4-97

**ARTICLES OF INCORPORATION**

**OF**

**CARRARO - SOLIVAN & ASSOCIATES, INC.**

**FILED**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**CARRARO - SOLIVAN & ASSOCIATES, INC.**

The address of the principal office of this corporation shall be 330 Greco Avenue, Suite 108, Coral Gables, Florida 33146, and the mailing address shall be the same.

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence, and its existence shall commence at the date and time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE III**

**PURPOSE**

The general purpose or purposes for which this corporation is initially organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2750 S.W. 87th Avenue, #206, Miami, Florida 33165, and the initial registered agent shall be Maritza Delgado.

#### ARTICLE VI

##### BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Roberto Fodde	330 Greco Avenue, # 108 Coral Gables, FL 33146
Frances Solivan	330 Greco Avenue, # 108 Coral Gables, FL 33146

## ARTICLE VII

### 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 successors are elected or appointed are:

<u>Name</u>	<u>Title</u>
Roberto Fodde	President, Treasurer
Frances Solivan	Vice-President, Secretary

## ARTICLE VIII

### INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

## 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 pro rata 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  
INCORPORATOR

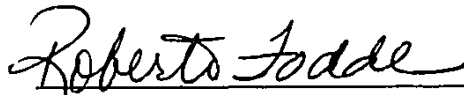
The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Roberto Fodde

330 Greco Avenue, # 108  
Coral Gables, FL 33146

  
\_\_\_\_\_  
Roberto Fodde

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATION IN ARTICLES OF INCORPORATION

The undersigned acknowledges and accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. The undersigned is familiar with, and accepts the obligations of, § 607.0505, Florida Statutes.

Date: May 30, 1997

  
\_\_\_\_\_  
Maritza Delgado, Registered Agent

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