

LAW OFFICES

JORGE R. ORTA
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JORGE R. ORTA

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OF COUNSEL

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P97000054915

June 17, 1997

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

Re: GIOVA U.S.A., INC.

Dear Sirs or Madams:

Enclosed, please find original and copy of the Articles of Incorporation of the above referenced corporation for filing, along with our check in the total amount of \$78.75, covering the filing fee (\$70.00) and the fee for a certificate under seal (\$8.75).

Please proceed to file and return a copy of the filed Articles along with the requested certificate, to us. If there are any further requirements, please inform immediately.

Very truly yours,

JORGE R. ORTA, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 AM 10:59

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Enclosure

D. BROWN JUN 23 1997

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
GIOVA U.S.A., INC.

ARTICLE ONE
(Name)

The name of this corporation shall be:

GIOVA U.S.A., INC.

ARTICLE TWO
(Nature of Business)

This corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE THREE
(Term of Existence)

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE FOUR
(Number of Directors)

This corporation shall at all times have at least one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation at all times have a minimum of one Director.

ARTICLE FIVE
(Amendment)

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE SIX
(Capital Stock)**

This corporation shall have One Hundred (100) shares of common stock, with par value of \$1.00, each share. All said stock shall be payable in property, labor, services, or as otherwise be accepted by the Board of Directors and just valuation shall by them be applied thereof.

**ARTICLE SEVEN
(Initial Office)**

The initial office address of this corporation in the State of Florida shall be: 600 Brickell Avenue, Suite 603, Miami, Florida 33131.

The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

**ARTICLE EIGHT
(Initial Directors)**

The initial directors of this corporation shall be:

MARCO PUNZO

**ARTICLE NINE
(Subscribers)**

The name of each subscriber(s) to these Articles of Incorporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
MARCO PUNZO	600 Brickell Avenue, Suite 603 Miami, Florida 33131

ARTICLE TEN
(Resident Agent)

The name of the Resident Agent of this corporation for the purpose of service and for any other purpose for which a resident agent is required shall be:

NAME

Jorge R. Orta,
Attorney at Law

ADDRESS

600 Brickell Avenue
Suite 603
Miami, Florida 33131

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at
County of Dade, State of Florida, on this 14th day of June, 1997.



MARCO PUNZO, Subscriber

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DIVISION OF CORPORATIONS
97 JUN 20 AM 10:59

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That Giova U.S.A., Inc., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at the City of Miami, State of
Florida, has named, Jorge R. Orta, Esq., 600 Brickell Avenue,
Suite 603, Miami, State of Florida, as its agent to accept
service of process in Florida.

Signature: 

Jorge R. Orta

Title: Registered Agent

Date: June 16, 1997

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all Statutes relative to the proper
and complete performance of my duties.

Signature: 

Jorge R. Orta

Date: June 16, 1997