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ACCOUNT NO. : 072100000032

REFERENCE : 492218 156544A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 11, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 492218-005

CUSTOMER NO: 156544A

CUSTOMER: Ms. Roxanne M. Tovar  
TUMPSON & CHARCHAT P.A.

848 Brickell Avenue  
Suite 400  
Miami, FL 33131

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-08/11/97--01089--015  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
97 AUG 11 PM 12:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

DOMESTIC FILING

NAME: GALF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 AUG 11 AM 11:26  
DIVISION OF CORPORATION

SN AUG 11 1997

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ARTICLES OF INCORPORATION

OF

GALF, INC.

FILED

97 AUG 11 PM 12: 19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is GALF, INC.

ARTICLE II  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, each at \$0.10 par value.

ARTICLE IV  
POWERS

The corporation shall have all of the powers permitted to a corporation incorporated under the laws of the State of Florida and all powers necessary or desirable to carry out its purpose as set forth herein.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is:

Steven M. Charchat, Esq.  
Tumpson & Charchat, P.A.  
848 Brickell Avenue, Suite 400  
Miami, Florida 33131

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (2) directors initially. 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 (1). The names and addresses of the initial directors of this corporation are:

Francesco Vergani  
c/o 848 Brickell Avenue, Suite 400  
Miami, Florida 33131

Giulio Vergani  
c/o 848 Brickell Avenue, Suite 400  
Miami, Florida 33131

**ARTICLE VII**  
**INCORPORATOR**

The names and addresses of the persons signing these Articles are:

Francesco Vergani  
c/o 848 Brickell Avenue, Suite 400  
Miami, Florida 33131

Giulio Vergani  
c/o 848 Brickell Avenue, Suite 400  
Miami, Florida 33131

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation will indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE IX**  
**BY-LAWS**

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

**ARTICLE X**  
**MAILING ADDRESS OF CORPORATION**

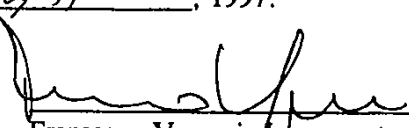
The mailing address of the initial principal office of the corporation shall be:

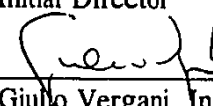
c/o 848 Brickell Avenue, Suite 400  
Miami, Florida 33131

**ARTICLE XI**  
**CORPORATE EXISTENCE AND DURATION**

The existence of this corporation shall commence on the date of filing of these Articles, and the duration of this corporation shall be perpetual.

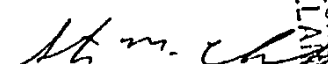
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 7th day of August, 1997.

  
\_\_\_\_\_  
Francesco Vergani, Incorporator and  
Initial Director

  
\_\_\_\_\_  
Giulio Vergani, Incorporator and  
Initial Director

**Acceptance of Registered Agent**

Having been named as registered agent I agree to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Steven M. Charchat, Registered Agent

8/8/97  
\_\_\_\_\_  
Date

FILED  
97 AUG 11 PM 12:20  
STATE  
SECRETARY  
TALLAHASSEE, FLORIDA