

RAUL GASTESI, JR.
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A PROFESSIONAL ASSOCIATION
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P97000077631
September 2, 1997

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-09/05/97--01032--003
*****70.00 *****70.00

Re: PizCo Group, Inc.

To whom it may concern:

Kindly file the enclosed Articles of Incorporation. Enclosed please find a check in the amount of \$70.00 representing your fee for said filing.

Should you have any further questions or concerns, please do not hesitate to contact us. I remain,

Very truly yours,

Raul Gastesi Jr.

RAUL GASTESI JR.

RG/mt

enclosure

FILED
97 SEP -5 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Noeaud SEP 9 1997

ARTICLES OF INCORPORATION
OF
PIZCO GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is PizCo Group, Inc.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single class, and shall have a par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office is 2692 Edgewater Court, Ft. Lauderdale, Florida 33332, and the name of its registered agent at such address is Olga Pizarro.

ARTICLE SIX**DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Olga Pizarro, President, Vice President, Secretary & Treasurer
2692 Edgewater Court
Ft. Lauderdale, Florida 33332

ARTICLE SEVEN**INCORPORATORS**

The names and address of the incorporator is:

Olga Pizarro
2692 Edgewater Court
Ft. Lauderdale, Florida 33332

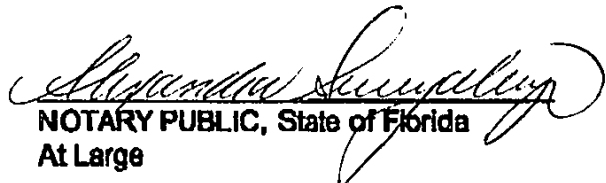
Executed by the undersigned at Miami, Dade County, Florida, this 25 day of August, 1997.


OLGA PIZARRO

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared OLGA PIZARRO
to me known to be the person described herein or who provided Personally Known
_____ as identification, who subscribed the above Articles of Incorporation and
who freely and voluntarily acknowledged before me according to law that she made
and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, at Miami, Dade County, Florida this 25 day of August, 1997.

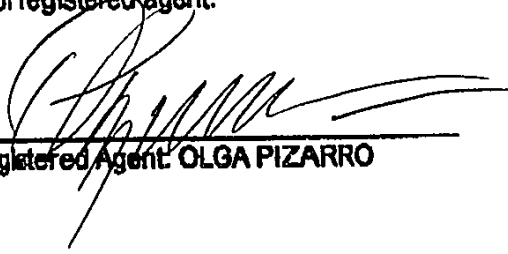

NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

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| OFFICIAL NOTARY SEAL ALEXANDRA SARZALEJO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC441818 MY COMMISSION EXP. FEB. 26, 1999 |
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ACKNOWLEDGMENT OF APPOINTMENT**BY REGISTERED AGENT**

Having been named as registered agent for PIZCO GROUP, INC., at 2692 Edgewater Court, Ft. Lauderdale, Florida 33332, I hereby agree to act in such capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, relative to the complete and proper performance of the duties of registered agent, and am familiar with and accept the obligations of registered agent.



Registered Agent OLGA PIZARRO

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