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**TRANSMITTAL LETTER**

September 16, 1997

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

100002297631--9  
-09/19/97--01010--016  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name

**GIPOINVEST, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 19 PM 4:18

From: **Giorgio Tamanini**  
**4134 Gulf of Mexico Drive, Suite 302**  
**Longboat Key, FL 34228**

Articles of Incorporation of: **Gipoinvest, Inc.**

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DIVISION OF CORPORATIONS  
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Article I Name: **Gipoinvest, Inc.**

Article II Principal Office: **4134 Gulf of Mexico Drive, Suite 302, Longboat Key, Florida 34228**

Article III Capital Stock: **The Corporation is authorized to have 10,000 shares of common stock at par value.**

Article IV Terms of Existence: **The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.**

Article V Nature of business: **This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.**

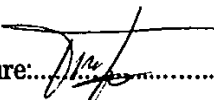
Article VI Name & Address of Incorporator (s): **Giorgio Tamanini  
4134 Gulf of Mexico Drive  
Suite 302  
Longboat Key, Fl. 34228**

Article VII Initial Board of Directors: **This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:**

**Giorgio Tamanini  
4134 Gulf of Mexico Drive  
Suite 302  
Longboat Key, Fl 34228**

The undersigned have executed these articles of incorporation this:

**September 16, 1997**

Signature:  .....

Name: **Giorgio Tamanini**

Title: **President.**

Certificate of Designation Registered Agent/Registered Office

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The name of the Corporation is: **Gipoinvest, Inc.**

The name and address of the registered agent and office is: **Giorgio Tamanini**  
**4134 Gulf of Mexico Drive**  
**Suite 302**  
**Longboat Key, FL 34228**

Signature:  .....

Title: **President.**

Date: 09.16.97.

Acceptance of appointment as  
Registered Agent for  
GIPOINVEST, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, 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.

Signature:  .....

Name: **Giorgio Tamanini**  
Title: **President**