

(((H97000016840 5)))

DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAMB: DARFA, INC.

AUDIT NUMBER...... H97000016840

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES.....

CERT. COPIES.....1

(5) FAX DEL.METHOD..

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE PAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>: Help F1 Option Menu F2

NUM

Connect: 00:04:45

Please file with Today's Date.

OCT-09-1997 15:53

EMPIRE CORPORATE KIT

H97000016840

P.02/05

# ARTICLES OF INCORPORATION

OF

DARFA, INC.

ARTICLE I - NAME

The name of this corporation is DARFA, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

#### ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized

Par Value Per Share

Class of Stock

1.000

\$1.00

Common

#### ARTICLE IV - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

3531 N.W. 61" Circle Boca Raton, FL 33426

This instrument was prepared by: David Shear, Esq Fieldstone Lester & Shear 200 S. Biscayne Blvd Suite 2100 Miami, Florida 33131 Fla Bar #300799 (782-(558) #97000016840 (982-1568)

#97000016840

and the name and address of the initial registered agent of this corporation is:

Name

Address

Marcelo Occhionero

3531 N.W. 61" Circle Boca Raton, FL 33426

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The names and addresses of the initial directors of this corporation are:

Name

Address

Dardo Faba

c/o Marcelo Occhionero 3531 N.W. 61<sup>th</sup> Circle Boca Raton, FL 33426

#### ARTICLE VIII - INCORPORATOR

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

Name

Address

Dardo Faba

e/o Marcelo Occhionero 3531 N.W. 61" Circle Boca Raton, FL 33426

### ARTICLE IX - BY-LAWS

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

#### ARTICLE X - INDEMNIFICATION

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

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amond or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of Milal 1997.

Dardo Fava Incorporator

STATE OF FLORIDA) SS. COUNTY OF DADE )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Dardo Fava, who is known to me or who has produced lecepo at as identification and who did take an oath.

TERESITA JERVIO

ignature

Tenasies Semis Print (Notary's Name)

Notary Public, State of Florida

Notarial Scal:

#970000 16840

H97000016840

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

DARFA, INC.

The name and address of the registered agent and office is:

Marcelo Occhionero 3531 N.W. 61<sup>st</sup> Circle Boca Raton, FL 33426 SECRETARY OF STATE
DIVISION OF CORPORATE
97 OCT -9 AH 8: 3

Dardo Fava

Title: Incorporator

Date: October 9th, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Marcele Occhionero

Dalc: <u>Ja /a</u> 1997.

H:\LIBRARY\CARY\CS\CORP\DARFAART.wpd

H97000016840