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Charter Number Only

11-07-97 Mr. Wainer

Isak Wainer

Requestor's Name

2524 SW 112th Avenue

Address

Miami, FL 33165

City

State

ZIP

Phone

554-6083A

VALIDATION ONLY

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TREASURY DEPARTMENT
U.S. DEPARTMENT OF COMMERCE800002344388-2
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CORPORATION(S) NAME

Giacomo Enterprises Inc.



Empire Toll Free: 1-800-432-3028

- ☒ Profit
☐ NonProfit
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GIACOMO ENTERPRISES INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I - CORPORATE NAME: The name of the Corporation is:
GIACOMO ENTERPRISES INC.

ARTICLE II - NATURE OF CORPORATE BUSINESS:
To operate any or all activities or business permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III- CAPITAL STOCK:
The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of stock having a \$1.00 par value, which shall be designated as "COMMON SHARES".

ARTICLE IV - PREEMPTIVE RIGHTS:
All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V - EXISTENCE:
The Corporation shall have a perpetual existence, unless sooner dissolved according to Law.

ARTICLE VI - INITIAL REGISTERED AGENT
INITIAL REGISTERED OFFICE, AND
INITIAL BUSINESS ADDRESS:
The Corporation's initial Registered Agent in the State of Florida is: JACQUES A. ARDISSON.

The Corporation's initial Registered Office and initial business address in the State of Florida is: 1060 BRICKELL AVENUE, MIAMI, FLORIDA 33131.

The Board of Directors may, at any time, move the principal office to any other address in the State of Florida.

ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto in pursuance of Chapter 48.091 of the Florida Statutes.



JACQUES A. ARDISSON

ARTICLE VII- INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors of the Corporation is/are TWO (2). The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than one or more than ten.

ARTICLE VIII-INITIAL DIRECTOR(S) AND OFFICER(S):

The name(s) and address(ess) of the initial Board of Director(s) is/are:

JACQUES A. ARDISSON-DIRECTOR, PRESIDENT AND SECRETARY

125 NE 106th STREET
MIAMI SHORES, FLORIDA 33138

GERARD BERCUCCI-DIRECTOR AND VICE-PRESIDENT

125 NE 106th STREET
MIAMI SHORES, FLORIDA 33138

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTORS(S):

At all elections of Director(s) of this Corporation, each shareholder(s) shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Director(s) with respect to his or her shares of stock multiplied by the number of Director(s) to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE X - INCORPORATOR:

The name and address of the Incorporator executing these Articles of Incorporation is:

JACQUES A. ARDISSON
125 NE 106th STREET
MIAMI SHORES, FLORIDA 33138

ARTICLE XI - AMENDMENT OF ARTICLES:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII- RESTRICTIONS ON TRANSFER OF STOCK:

Shares of Capital Stock of this Corporation shall be issued initially to the following person(s) in the amount(s) set opposite their name(s):

JACQUES A. ARDISSON	-	51%
GERARD BERCUCCI	-	49%

Shares held by the initial shareholders listed above may not be resold to other persons unless such shares are first offered to the remaining shareholder(s) or to the Corporation. The same principle will apply with respect to any other shareholder(s) the Corporation may add during the term of its existence.

ARTICLE XIII-CALLING OF SPECIAL MEETING:

Special meeting(s) of shareholders may be called by Certified Mail, Return-Receipt Requested, given five (5) days written notice. Shareholders may participate in special meetings by means of telephone conference as provided by Law. The shareholders may also take any action(s) by written consent without a meeting as provided by Law.

ARTICLE XIV -SHAREHOLDERS QUORUM AND VOTING:

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV -MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE XVI -POWERS:

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII-DIVIDENDS:

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XVIII-INDEMNIFICATION:

The Corporation shall indemnify any Officer or Director, or any former Officer and Director, to the full extent permitted by Law.

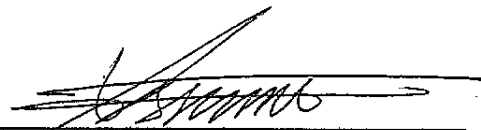
ARTICLE XIX -CONFLICT OF INTEREST:

No Contract between this Corporation and another Corporation or another individual shall be invalidated by reasons of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other Corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual(s) contracting with this Corporation.

ARTICLE XX -NOTICE:

Any notice required herein shall be by Certified Mail, Return-Receipt Requested, or hand delivered to the stockholders to the name and address of the initial Registered Office and Agent.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation, this 1st day of July, 1997.



JACQUES A. ARDISSON
INCORPORATOR

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared JACQUES A. ARDISSON, known to me to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in Miami, Dade County, State of Florida, this 1st day of July, 1997.

NOTARY PUBLIC

FILED
97 NOV 12 PM 12:11
CLERK OF STATE
TALLAHASSEE, FLORIDA