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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHANNY C. RODRIGUEZ

PHONE: (305)672-0686

Luis

FAX #: (305)672-9110

NAME: GIARDINERI ENTERPRISES, INC.

AUDIT NUMBER.....H97000018665

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

CERT. OF STATUS..1

PAGES.....4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: GIARDINERI ENTERPRISES, INC.
REF: W97000025482

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

11-15-97

Article I. Name

The name of this Florida corporation is:
Giardinieri Enterprises, Inc.

Article II. Address

The mailing address of the Corporation is:
Giardinieri Enterprises, Inc.
9630 SW 115th Avenue
Miami FL 33176

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jose A. Rodriguez
777 Brickell Avenue, Suite 950
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Rio Giardinieri

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jose A. Rodriguez | FL Bar Member 989444
Jose A. Rodriguez, P.A.
777 Brickell Avenue, Suite 950
Miami FL 33131
305-377-1218

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jose A. Rodriguez
Jose A. Rodriguez, P.A.
777 Brickell Avenue, Suite 950
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 15, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 19, 1997.



JOSE A. RODRIGUEZ
by L.A. Uriarte as attorney-in-fact

Jose A. Rodriguez | FL Bar Member 989444
Jose A. Rodriguez, P.A.
777 Brickell Avenue, Suite 950
Miami FL 33131
305-377-1218

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Giardinieri Enterprises, Inc.

REGISTERED AGENT/OFFICE:

**Jose A. Rodriguez
777 Brickell Avenue, Suite 950
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSE A. RODRIGUEZ

by L.A. Uriarte as attorney-in-fact

Date: November 19, 1997

**Jose A. Rodriguez | FL Bar Member 989444
Jose A. Rodriguez, P.A.
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Miami FL 33131
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