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FLORIDA DIVISION OF CORPORATIONS
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((H98000000943 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GARCIA & AVELLAN, P.A.
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NAME: GIL, SUERO & PEDERSINI, CO.

AUDIT NUMBER.....H98000000943

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

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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ARTICLES OF INCORPORATION
OF
GIL, SUERO & PEDERSINI, CO.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the corporation shall be GIL, SUERO & PEDERSINI, CO., and its principal address shall be: 2341 S.W. 27th Street, Apt. 4, Miami, Florida 33133.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - SHARES OF STOCK/PAR VALUE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One hundred (100) shares at \$.001 value for each share.

ARTICLE IV - REGISTERED AGENT

The following is designated as resident agent for the corporation:

Liliana V. Avellan, Esq.
306 Alcazar Avenue, Suite 302
Coral Gables, Florida 33134

ARTICLE V - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders. The names and addresses of the initial Directors are:

Juan Manuel Gil	2341 S.W. 27th Street, Apt. 4 Miami, Florida 33133
Elisabetta Pedersini	2341 S.W. 27th Street, Apt. 4 Miami, Florida 33133

This instrument was prepared by:
Liliana V. Avellan, Esq.
Florida Bar No.: 983375
306 Alcazar Avenue, Suite 302
Coral Gables, Florida 33134-4318
Tel. (305) 447-0026

ARTICLE VI - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

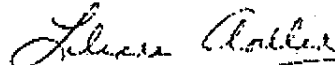
ARTICLE VII - INCORPORATOR

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

Liliana V. Avellan

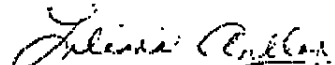
306 Alcazar Ave., Ste. 302
Coral Gables, FL 33134

Dated 1-14-98



Liliana V. Avellan
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.



Liliana V. Avellan
Registered Agent

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