

PASDWD8879

January 14, 1998

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Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

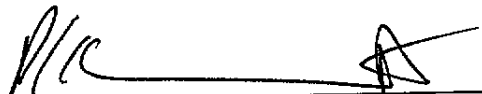
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation of DOURO, INC..

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as DOURO, INC. is appreciated.

Respectfully,


Peter K. Smith,
Secretary

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ARTICLES OF INCORPORATION
OF
DOURO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED Incorporator, to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is DOURO, INC.

ARTICLE II: NATURE OF BUSINESS

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

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock each share having One Dollar (\$1.00) par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand (\$1000.00) Dollars.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by the By-Laws adopted by the shareholders.

ARTICLE VII: INITIAL OFFICERS

The name and address of the initial officers that shall hold office until successors are elected and have qualified are:

<u>NAME</u>		<u>ADDRESS</u>
Peter K. Smith -	President	900 N.E. 26th Avenue
	Treasurer	Suite 108
	Secretary	Fort Lauderdale, FL 33304

ARTICLE VIII: INCORPORATOR

The name and post office address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Peter K. Smith	900 N.E. 26th Avenue Suite 108 Fort Lauderdale, FL 33304

ARTICLE IX: INITIAL REGISTERED AGENT

The name and address of the registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
Peter K. Smith	631 N.E. 17th Way Fort Lauderdale, FL 33304

ARTICLE X: PRINCIPAL OFFICE

The principal office of this corporation shall be located at
900 N.E. 26th Avenue
Suite 108
Fort Lauderdale, FL 33304

ARTICLE XI: EFFECTIVE DATE

These Articles of Incorporation shall become effective upon approval by the Secretary of State, State of Florida.

ARTICLE XII: AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIII: BY LAWS

The corporation shall adopt a set of By-Laws to govern the corporation. Wherever the By-Laws of the corporation differ from the provisions of this Charter, the provisions of the Charter shall govern.

ARTICLE XIV: CONTRACTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation. Any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he or she were not such a director or officer of such other corporation, or not so interested.

ARTICLE XV

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The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XVI

This corporation may idemnify and insure its officers and directors to the fullest extent permitted by law.

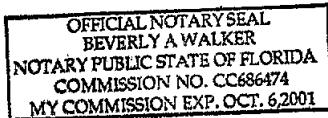
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14th day of January, 1998.



Peter K. Smith

STATE OF FLORIDA :
: SS:
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements in the County and State last aforesaid, this day personally appeared Peter K. Smith, to me known to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.


WITNESS my hand and official seal in the County and State last aforesaid this 14th day of January, 1998.




Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Designature as initial registered agent for the foregoing corporation is hereby acknowledged.


Peter K. Smith