

P980000 26750

Memorandum to DIVISION OF CORPORATIONS
From Hugo Zamorano
Subject PICAR DELL'ORO, INC.
Date 3-18-98.

GENTLEMEN,

PLEASE MAIL CERTIFICATE
OF INCORPORATION TO:

EFFECTIVE DATE

3-13-98

PICAR DELL'ORO
8325 SW 52ND. AVE.
MIAMI, FLA. 33143

500002463335--1
-03/20/98--01055--007
***122.50 ***122.50

THANK YOU!

Hugo Zamorano

HUGO Z.

GAVE

AUTHORIZATION BY PHONE TO

CORRECT EFFECTIVE DATE + P.A. ACCEPTANCE

DATE 3-23-98

DOC. EXAM GM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 20 PM 1:21

FILED

P.O. Box 141878
Coral Gables, FL 33114-1878

Tel: (305) 755-9197
Fax: (305) 755-9199

E-Mail Address: DeltecInc@AOL.Com

98323-98

**ARTICLES OF INCORPORATION
OF
PILAR DELL'ORO, INC.**

We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name: The name of this corporation is **PILAR DELL'ORO, INC.**

ARTICLE II

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

ARTICLE III

Capital Stock: The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of One (\$1.00) Dollar par value.

ARTICLE IV

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Duration: This corporation is to have perpetual existence commencing on the date of the execution and acknowledgment of these Articles of Incorporation, *or within five days prior to receipt.*

ARTICLE VI

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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Official Registered Office and Agent: The street address of the initial registered office of this corporation is 8325 SW 52nd. Avenue, Miami, Florida 33143 and the name of the initial registered agent of this corporation at that address is Pilar Dell'Oro.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-13-98

ARTICLE VIII

Directors: The initial number of directors of this corporation shall be one(1). The number of directors may be either increased or decreased from time by the by-laws but shall never be less than one (1).

The name and address of the member of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Name: Pilar Dell'Oro

Address: 8325 SW 52 Avenue
Miami, Fl. 33143

ARTICLE IX

Subscribers: The name and address of the subscriber of these Articles of Incorporation is:

Name: Pilar Dell'Oro

Address: 8325 SW 52 Avenue
Miami, Fl. 33143

ARTICLE X

Indemnification: This corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE XI

The corporation shall have further right and power to:

From time to time determine whether and to what extent and at what time and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall any right of inspecting any account book or document of this corporation except as conferred by statute, or unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

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The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED THIS 26 of February, 1998.

Pilar Dell'Oro *
Pilar Dell'Oro)Seal)
INCORPORATOR / REGISTERED AGENT

State of Florida]
] SS:
County of Dade]

* I ACCEPT DESIGNATION AS REGISTERED AGENT.

BEFORE ME, the undersigned authority, personally appeared **Pilar Dell'Oro**, personally known to me, and who executed the foregoing Certificate of Incorporation, and who acknowledges before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 26 day of February, 1998.

Anna O' Bourke

Notary Public
State of Florida at Large

My Commission Expires:

EFFECTIVE DATE:
3-13-98



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA