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EDWARD PAUL KREILING

P98000034109

April 9, 1998

FILED
98 APR 13 AM 10:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: GANSO AZUL, INC.

Dear Sir:

I enclose a check in the amount of \$70.00 and Articles of Incorporation for Ganso Azul, Inc. Please file these Articles and forward notification to my office in the envelope provided.

Very truly yours,



EDWARD PAUL KREILING

EPK:lm

Enc.

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F. CHESSE

APR 15 1998

ARTICLES OF INCORPORATION
OF
GANSO AZUL, INC.

FILED
98 APR 13 AM 10:25
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GANSO AZUL, INC.

The address of the principal office of this corporation shall be 3460 Fairlane Farms Road, Suite 13, Wellington, Florida 33414, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2500 Weston Road, Suite 220, Weston, Florida

33331, and the name of the initial registered agent of the corporation at that address is Edward Paul Kreiling.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Paul Rosen
Director

3460 Fairlane Farms Road
Suite 13
Wellington, Fla. 33414

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

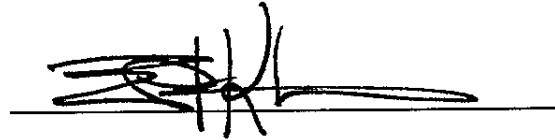
Edward Paul Kreiling
2500 Weston Road, Suite 220
Weston, Florida 33331

IN WITNESS WHEREOF, the undersigned agent has hereunto set his
hand and seal on April 9, 1998.

A handwritten signature in black ink, appearing to be "E. Paul Kreiling", written over a horizontal line.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Edward Paul Kreiling, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

A handwritten signature in black ink, appearing to be "E. Paul Kreiling", written over a horizontal line.

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98 APR 13 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA