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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: GIORVA, INC.

AUDIT NUMBER.....H98000007138

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1998

FAS-T CORP AGENTS INC

SUBJECT: GIORVA CORPORATION
REF: W98000008501

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

REGISTERED AGENT ADDRESS MUST BE IDENTICAL.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000007138
Letter Number: 298A00020374

ARTICLES OF INCORPORATION

OF

GIORVA CORPORATION

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is GIORVA CORPORATION, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 9521 Fontainebleau Blvd., Suite 237: Miami, FL. 33172.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

Prepared By:
Russell Jacobs, Esq.
Tools For Change
P.O. Box 510605
Miami, Florida 33151
Fla. Bar # 0123722
(305) 751-8934

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ARTICLE IV: PURPOSE OF THE CORPORATION

* The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 9521 Fontainebleau Blvd., Suite 237; Miami, FL, 33172; and the registered agent at that office is OSCAR G. VARGAS.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

OSCAR G. VARGAS
9521 Fontainebleau Blvd., Suite 237
Miami, FL. 33172

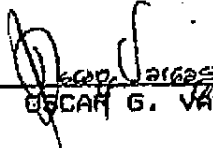
ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

OSCAR G. VARGAS
9521 Fontainebleau Blvd., Suite 237
Miami, FL. 33172

H98000007138

IN WITNESS WHEREOF, I, OSCAR G. VARGAS, the undersigned
incorporator, have signed these Articles of Incorporation on this
13th day of April, 1998, and acknowledged the same to be
my act.

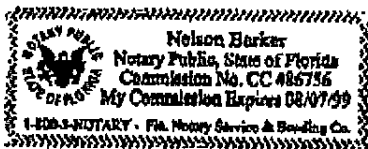


OSCAR G. VARGAS

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
13th day of April, 1998, by OSCAR G. VARGAS, who
personally appeared before me at the time of notarization, and
who is personally known to me or who produced a FLORIDA DRIVER'S
LICENSE as identification.



NOTARY PUBLIC

SIGN: 

PRINT: 

STATE OF FLORIDA AT LARGE

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501
of the Florida Statutes, the following is submitted, in
compliance with said Acts:

First--That GIORVA CORPORATION, desiring to organize under
the laws of the State of Florida with its principal office at
9521 FONTAINEBLEAU BLVD., SUITE 237; as indicated in the Articles
of Incorporation at City of MIAMI, County of Dade, State of
Florida, has named OSCAR G. VARGAS, at 9521 FONTAINEBLEAU BLVD.,
SUITE 237; in the City of MIAMI, County of Dade, State of
Florida, as its agent to accept service of process within the
state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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

BY: 

DATE: April 13th, 1998

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