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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.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: GUILLERMO VENTURINI ASSOCIATE, INC.

AUDIT NUMBER.....H98000013156

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F.CHESSER JUL 16 1998

ARTICLES OF INCORPORATION

H98000013156

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE 1 NAME

The name of the corporation shall be: **Guillermo Venturini Associate, Inc.**

The principal place of business of this corporation shall be:

**600 NE 36 Street, S-311
Miami, FL 33137**

ARTICLE 11 NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000.

Prepared by: **Nations Business Center, Inc.
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448**

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TALLAHASSEE, FLORIDA

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ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

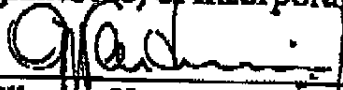
The names(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): Guillermo Venturini, whom reside at 600 NE 36 Street, S-311, Miami, FL 33137.

ARTICLE VI OF INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are): Guillermo Venturini, whom resides at 600 NE 36 Street, S-311, Miami, FL 33137.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 30 day of June, 1998

Signature (s) of Incorporator(s)



Guillermo Venturini, Incorporator/Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation: Guillermo Venturini Associate, Inc.
2. The name and address of the registered agent and office is:

Guillermo Venturini
600 NE 36 Street, S-311
Miami, FL 33137

SIGNATURE



TITLE: Incorporator/Registered Agent

DATE 30 June 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 30 June 1998