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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: SKY AND SEA CORP.
AUDIT NUMBER.....H98000017603
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION
OF
SKY AND SEA CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

SKY AND SEA CORP.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

ARTICLE IV

The aggregated number of shares which this corporation shall have authority to issue is the total of 300 shares, having an individual par value of \$100.00 each, and there shall be only Common class stock on this corporation.

PREPARED BY:

CARLOS GRANIZO
ACCOUNTANT
10920 W. FLAGLER ST.#204
MIAMI, FLORIDA 33174
(305) 661-3227

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The shares of this corporation shall belong initially to:

PAOLA ANTONUCCI	100 SHARES
MAURO A. ANTONUCCI	100 SHARES
ALBERTO A. ANTONUCCI	100 SHARES

ARTICLE V

The name and address of the initial registered agent, registered office, and principal office of this incorporation shall be:

PAOLA ANTONUCCI
820 OCEAN DR. #301
MIAMI BEACH, FL 33139

ARTICLE VI

The initial Board of Directors shall consist of three persons and the name of the persons who are to serve as initial directors are:

PAOLA ANTONUCCI	PRESIDENT/SECRETARY
MAURO A. ANTONUCCI	VICE PRESIDENT
ALBERTO A. ANTONUCCI	TREASURER

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:

PAOLA ANTONUCCI
820 OCEAN DR. #301
MIAMI BEACH, FL. 33139

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of September 1998.


PAOLA ANTONUCCI

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In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That

SKY AND SEA CORP.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named.

PAOLA ANTONUCCI
820 OCEAN DR. #301
MIAMI BEACH, FL. 33139
(Street address and number of building,
Post Office Box address not acceptable)

City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
Signature
Register Agent

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STATE OF FLORIDA)

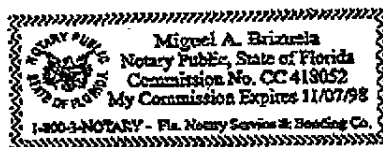
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the state and county set forth above, personally appeared PAOLA ANTONUCCI, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 11th day of September, 1998.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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