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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Portoflno Distributors Inc.

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Portofino Distributors Inc.

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### Article II. Address

The mailing address of the Corporation is:  
Portofino Distributors Inc.  
7000 SW 62nd Avenue, Penthouse C  
Miami FL 33143

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Christina Gonzalez, Esq.  
7000 SW 62nd Avenue, Penthouse C  
Miami FL 33143

### Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 8, 1999.

The undersigned incorporator executed these Articles of Incorporation on January 8, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.  
Luis A. Uriarte Vice President

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

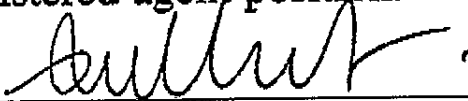
Portofino Distributors Inc.

**REGISTERED AGENT/OFFICE:**

Christina Gonzalez, Esq.  
7000 SW 62nd Avenue, Penthouse C  
Miami FL 33143

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CHRISTINA GONZALEZ, ESQ.  
by L.A. Uriarte as attorney-in-fact

Date: January 8, 1999.

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Miami Beach FL 33139  
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