

P99000017940

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000004585 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

EFFECTIVE DATE
2-24-99

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

FLORIDA PROFIT CORPORATION OR P.A.

Masaro Holding, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

FILED
99 FEB 25 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

mc 2/25/99

H99000004585

EFFECTIVE DATE
2-24-99

FILED

ARTICLES OF INCORPORATION

99 FEB 25 AM 8:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDAArticle I. Name

The name of this Florida corporation is:
Masaro Holding, Inc.

Article II. Address

The mailing address of the Corporation is:
Masaro Holding, Inc.
c/o Mr. & Mrs. William Masaro
16 Rosewood Court
Woodbridge, Ontario CANADA L4L 379

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

William Masaro
Angela Masaro

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.

Lisa O'Neill | FL Bar Member 501360
Tew Cardenas Rebak Kellogg Lehman DeMaria and Tague, L.L.P.
Miami Center, Suite 2600
201 South Biscayne Boulevard
Miami FL 33131-4336
305-536-1112
H99000004585

H99000004585

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:

Lisa O'Neill

Tew Cardenas Rebak Kellogg Lehman DeMaria and Tague, L.L.P.

Miami Center, Suite 2600

201 South Biscayne Boulevard

Miami FL 33131-4336

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 24, 1999.

The undersigned incorporator executed these Articles of Incorporation on February 24, 1999.



LISA O'NEILL

by L.A. Uriarte as attorney-in-fact

Lisa O'Neill | FL Bar Member 501360

Tew Cardenas Rebak Kellogg Lehman DeMaria and Tague, L.L.P.

Miami Center, Suite 2600

201 South Biscayne Boulevard

Miami FL 33131-4336

305-536-1112

H99000004585

H99000004585

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Masaro Holding, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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.



CORPORATE CREATIONS ENTERPRISES INC.
Luis A. Uriarte, Vice President

Date: February 24, 1999

FILED
99 FEB 25 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lisa O'Neill | FL Bar Member 501360
Tew Cardenas Rebak Kellogg Lehman DeMaria and Tague, L.L.P.
Miami Center, Suite 2600
201 South Biscayne Boulevard
Miami FL 33131-4336
305-536-1112
H99000004585