

Division of Corporations

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P 99 0000 42962**Florida Department of State**

Division of Corporations
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To:

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

From:

Account Name : PRATS, FERNANDEZ & CO.
Account Number : I19980000078
Phone : (305) 444-8333
Fax Number : (305) 444-8334

FILED
99 MAY 11 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**TERCELLI CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

F. CHESER

MAY 12 1999

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CERTIFICATE OF INCORPORATION
OF
TERCELLI CORPORATION

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the Corporation shall be

TERCELLI CORPORATION

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

Preparer's Name: Francisco J. Fernandez
2121 Ponce de Leon Blvd. # 240
Coral Gables, Florida 33134
Phone: 305-444-8883

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ARTICLE FOUR

The corporation shall begin business with a minimum capital in the Amount of \$ 500.00 (FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 2121 Ponce de Leon Blvd., Suite # 240 Coral Gables, FL 33134. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be one director. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

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ARTICLE EIGHT

The name and post office address of the member of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Tercila Giovannini
Director

Alexandre Giovannini Amaral
Director

2121 Ponce de Leon Blvd., Suite # 240
Coral Gables, FL 33134.

ARTICLE NINE

The names and post office addresses of the officers of this corporation are :

Tercila Giovannini
President & Secretary

Alexandre Giovannini Amaral
Treasurer

2121 Ponce de Leon Blvd. , Suite # 240
Coral Gables, FL 33134.

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ARTICLE TEN

The name and post office address of each subscriber to these Articles of Incorporation is:

Francisco J. Fernandez
2121 Ponce de Leon Blvd., Suite 240
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole shall have been paid.

ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

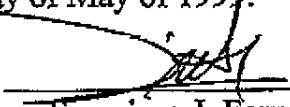
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ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats with offices located at 2121 Ponce de Leon Blvd. Suite 240, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this 07th day of May of 1999.



Francisco J. Fernández

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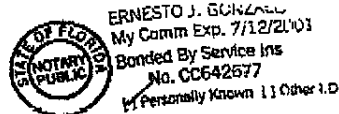
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STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me, executed the foregoing Certificate of Incorporation of **TERCELLI CORPORATION** for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this 07th day of May of 1999.

Ernesto J. Gonzalez
Ernesto J. González -Notary Public-
State of Florida at large-



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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act: **TERCELLI CORPORATION** desiring to organize under the laws of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named **GABRIEL PRATS** with offices at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134. Having been named to accept service of process for the above stated corporation, at the 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.


GABRIEL PRATS

99 MAY 11 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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