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**RITTER  
RITTER  
& ZARETSKY**

Attorneys and Counselors at Law

John H. Ritter (1913-1979)

John A. Ritter \*

Louis D. Zaretsky

Daniel Morman +

Mark J. Lynn

John C. Cawood ~

Gabriel Bellon

\* Also Admitted to Ohio Bar

+ Also Admitted to Pennsylvania,

New York and New Jersey Bars

~ Foreign Legal Consultant

Not Admitted to Practice Law in FL

Please Reply to Writer At:

( ) CORAL SPRINGS:

10181 West Sample Road, #200

Coral Springs, Florida 33065

Tel: 954-255-7919

Fax: 954-255-6720

Toll Free: 1-877-255-0753

( ) MIAMI:

The Venetia Center - #100

555 Northeast 15th Street

Miami, Florida 33132

Tel: 305-372-0933

Fax: 305-372-0836

Toll Free: 1-888-371-7202

( ) MIAMI LAKES:

13903 Northwest 67th Avenue

#320

Miami Lakes, Florida 33014

Tel: 305-826-2007

Fax: 305-557-7030

Toll Free: 1-877-557-7333

E-Mail:

LawFirm4@yahoo.com

September 29, 1999

Division of Corporation  
409 E. Gaines St.  
Tallahassee, FL 32399

Dear Sir,

Re; Maiorana S.A., INC

We enclose herewith;

1. Articles of Incorporation in duplicate.
2. Our check for \$122.50 in respect of your fees.
3. Self-Addressed Airborne Express envelope.

Please register the Articles and return a copy thereof to us in the enclosed envelope.

Sincerely,

John Cawood

EFFECTIVE DATE  
9.27.99

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\*\*\*\*\*122.50 \*\*\*\*\*78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAIORANA S.A., INC.

EFFECTIVE DATE  
9-27-99

The undersigned, desiring to form a Corporation for the purpose hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

**I. NAME**

The name of the Corporation will be MAIORANA S.A., INC.

**II. BUSINESS AND POWERS**

SECTION A:

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

SECTION B:

To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politically under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this state.

SECTION C:

To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION D:

To borrow or raise money without limits as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other choices in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other of the objects or purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manners and upon such terms as the board of directors may from time to time determine to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other

obligations.

### **III. STOCK**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time will be **Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.** The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purposes or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases will be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

### **IV. MINIMUM CAPITAL**

The amount of capital with which this Corporation will begin business will not be less than **Five Hundred Dollars (\$500.00).**

### **V. TERM OF EXISTENCE**

This Corporation will have a perpetual existence commencing upon the filing of these Articles.

### **VI. PRINCIPAL OFFICE**

The principal office or place of business of the Corporation will be located at 10181 W. Sample Rd., Coral Springs, Florida, 33065.

### **VII. BOARD OF DIRECTORS**

The affairs of the Corporation will be conducted by a Board of not less than one (1) and not more than four (4)

### **VIII. INITIAL DIRECTORS**

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, will hold office for the first year of the Corporation's existence or until their successors are elected and will have qualified, are the following:

**NAME:**

**ADDRESS:**

**DESMOND VENTER  
PRESIDENT/TREASURER  
VICE PRESIDENT/SECRETARY**

**587 MITCHELL ST.  
PRETORIA WEST. GUATENG, S.A. 0030**

### **IX. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the

State of Florida will be JOHN CAWOOD, 10181 W. SAMPLE ROAD, CORAL SPRINGS, FL. 33065

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**X. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME:

JOHN CAWOOD

ADDRESS:

10181 W. SAMPLE ROAD, SUITE 201  
CORAL SPRINGS, FL 33065

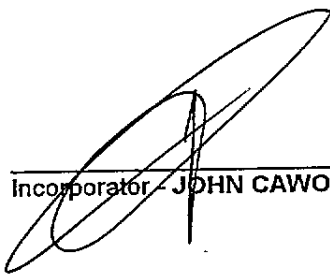
**XI. AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**XII. EFFECTIVE DATE**

The effective date of this corporation will be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27TH day of SEPTEMBER, A.D., 1999.

  
Incorporator - JOHN CAWOOD.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS**

FILED

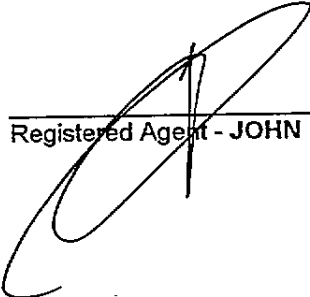
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FOR THE SERVICE OF PROCESS WITHIN THIS STATE, SECRETARY OF STATE  
IN NAMING AGENT UPON WHOM PROCESS MAY BE SERVED TALLAHASSEE, FLORIDA

In compliance with § 48.091, of the Florida Statutes, the following is submitted: that GINSY, INC., desiring to organize under the Laws of the State of Florida, with its principal Office as indicated in the Articles of Incorporation at 10181 W. SAMPLE RD, CORAL SPRINGS, FLORIDA, has named JOHN CAWOOD. whose address is 10181 W. SAMPLE RD., CORAL SPRINGS, FLORIDA, 33065, County of BROWARD State of FLORIDA, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at a place designated in this Certificate, the undersigned agrees to act in the capacity, and agrees to comply with the provisions of the Florida Law.

  
\_\_\_\_\_  
Registered Agent - JOHN CAWOOD