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LAW OFFICE OF

PETER C. BIANCHI, JR.

255 UNIVERSITY DRIVE  
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 567-0808  
TELECOPIER: (305) 567-0309

November 30, 1999

200003059942-5  
-12/03/99-01057-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

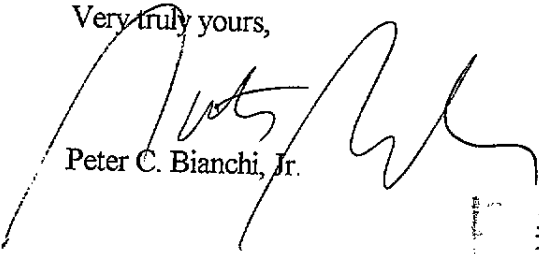
**Re: Equinoccial Corporation**

To Whom it may concern:

Enclosed for filing are Articles of Incorporation of the above-referenced corporation, together with our check No. 2136 in the amount of \$78.75 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,

  
Peter C. Bianchi, Jr.

PCB, Jr./vce

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC -3 AM 9:25

FILED

gx 12/7

# ARTICLES OF INCORPORATION

OF

## EQUINOCCIAL CORPORATION

a Florida corporation

**FILED**  
99 DEC -3 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I: NAME

The name of this Corporation is:

**EQUINOCCIAL CORPORATION,**  
a Florida corporation

### ARTICLE II: ADDRESS

The principal office and mailing address of the corporation shall be:

**10785 SW 108 Avenue**  
**Suite 301**  
**Miami, Florida 33176**

### ARTICLE III: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

### ARTICLE IV: STOCK

The Corporation is authorized to issue **ONE HUNDRED (100)** shares of common stock, par value of \$1.00 per share.

### ARTICLE V: REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of the corporation are:

**PETER C. BIANCHI, JR.**  
**255 University Drive**  
**Coral Gables, FL 33134**

### ARTICLE VI: PREFERRED SHARES/SPECIAL CLASS

This Corporation shall not issue preferred shares or a special class of shares in a series.

**ARTICLE VII:      PREEMPTIVE RIGHTS**

The shareholders are **not** entitled to preemptive rights.

**ARTICLE VIII:     DIRECTORS**

The number of initial directors of the corporation is ONE (1). The name and address of the initial director of the corporation is:

**PAOLA J. PINTO  
10785 SW 108 Avenue  
Suite 301  
Miami, Florida 33176**

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation.

**ARTICLE IX:       OFFICERS**

The President, Secretary and Treasurer of the corporation shall be:

**PAOLA J. PINTO  
10785 SW 108 Avenue  
Suite 301  
Miami, Florida 33176**

**ARTICLE X:        INCORPORATORS**

The name and address of the Incorporator of the corporation is:

**PAOLA J. PINTO  
10785 SW 108 Avenue  
Suite 301  
Miami, Florida 33176**

**ARTICLE XI: INDEMNIFICATION**

The corporation agrees to indemnify its officers, directors and employees to the fullest extent allowed by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 30<sup>th</sup> day of November, 1999.

By:

Paola J. Pinto  
PAOLA J. PINTO, as Incorporator

**FILED**  
99 DEC -3 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )

: ss

COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared PAOLA J. PINTO, identified via FL DL P53067077550, who, upon her oath, executed the foregoing instrument for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30<sup>th</sup> day of November, 1999.



PETER C BIANCHI, JR  
My Commission CC585073  
Expires Jul. 28, 2000

By:

Peter C. Bianchi, Jr.  
Notary Public, State of Florida

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

By:

Peter C. Bianchi, Jr.  
Peter C. Bianchi, Jr.

Articles of Incorporation of  
EQUINOCCIAL CORPORATION