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LAW OFFICES

JAMES R. MEROLA, P.A.

11380 PROSPERITY FARMS ROAD, SUITE 204
PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (561) 622-1433 • FACSIMILE (561) 622-5531

PLEASE NOTE OUR NEW FAX NUMBER: (561) 622-6279

December 16, 1999

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-12/21/99--01093--001
*****70.00 *****70.00

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: A V, INC. / Our File No. 2544.01

Dear Sirs:

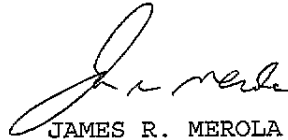
Please find enclosed the original and one copy of Articles of Incorporation for the above-named corporation together with our firm check in the amount of \$70.00 representing the fee for filing and registered agent designation.

Please return a stamped copy of the filed Articles to this office in the stamped, self-addressed envelope provided.

Should you require anything else, please contact this office.

Thank you.

Sincerely,


JAMES R. MEROLA

JRM/hjm
Enclosures

FILED
99 DEC 21 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*12-28
JRM*

ARTICLES OF INCORPORATION

OF

A V, INC.

99 DEC 21 AM 11:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be A V, INC., and the principal place of business shall be 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410.

ARTICLE II
DURATION

This Corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) Shares of Capital Stock with a par value of One and No/100 (\$1.00) Dollars per Share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the Corporation is 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, and the name of the initial Registered Agent is JAMES R. MEROLA.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one (1) nor more than nine (9). The name and address of the initial Director is:


ALEJANDRO J. VILLENA-LANZI
8552 Gullane Court
West Palm Beach, FL 33412

ARTICLE VII
INCORPORATOR

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

ALEJANDRO J. VILLENA-LANZI
8552 Gullane Court
West Palm Beach, Florida 33412

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 16th day of December, 1999.

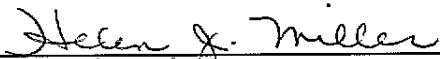


Alejandro J. Villena-Lanzi, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of December, 1999, by ALEJANDRO J. VILLENA-LANZI, who is personally known to me or who has produced _____ as identification.





Helen J. Miller (print name)

Notary Public, State of Florida
My Commission Expires: 10/08/03


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, A V, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at Palm Beach County, Florida, has named JAMES R. MEROLA, Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida 33410, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated by this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES R. MEROLA

FILED
99 DEC 21 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA