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DIVISION OF CORPORATIONS

NAME MAURICIO VAZQUEZ-ROSSI

ADDRESS 1800 S.W. 27th Ave. Suite #501

CITY Miami, STATE Fl. ZIP CODE 33145

AREA CODE & PHONE NUMBER (305)642-4236

NAME OF CORPORATION NATUREZZA, U.S.A. INC,

FILED  
 JUN - 11 PM 4: 11  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input checked="" type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

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ARTICLES OF INCORPORATION  
OF

NATUREZZA, U.S.A. INC.

THE UNDERSIGNED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DOES HEREBY ADOPT AND DECLARE THE FOLLOWING.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: NATUREZZA, U.S.A. INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000,000 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED COMMON SHARES.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT.

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: MAURICIO VAZQUEZ-ROSSI 1800 S.W. 27th Ave. Suite #501- Miami, Florida 33145.

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS: 1800 S.W. 27th Ave. Suite #501, Miami, Fl. 33145

ARTICLE VI - INITIAL BOARD OF DIRECTORS.

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, IN ACCORDANCE WITH THE BY-LAWS, BUT SHALL NEVER BE LESS THEN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS.

LIC: MAURICIO VAZQUEZ-ROSSI PRES-SEC-TREAS. DIRECTOR  
1800 S.W. 27th Ave. Suite #501 Miami, Florida 33145

ARTICLE VII - BY-LAWS.

THE BY-LAWS OF THIS CORPORATION MAY BE ADOPTED, ALTERED, AMENDED, OR REPEALED BY EITHER THE STOCKHOLDERS OR THE BOARD OF DIRECTORS.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE VIII - AMENDMENTS.

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY OF THE PROVISIONS CONTAINED IN THESE ARTICLES OR INCORPORATION, IN ACCORDANCE WITH THE PROVISIONS OF THE FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE IX - INCORPORATOR ( S )

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 10th DAY OF May OF THE YEAR 2001

THE NAME AND ADDRESSES OF THE PERSON ( S ) SIGNING THESE ARTICLES IS ( ARE )

SIGNATURE:  NAME: LIC: MAURICIO VAZQUEZ-ROSSI

ADDRESS: 1800 S.W. 27th Ave. Suite #501, Miami, Florida 33145

SIGNATURE: NAME:

ADDRESS:

SIGNATURE: NAME:

ADDRESS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

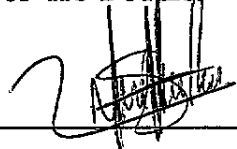
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ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION: AT THE PLACE DESIGNATED IN ARTICLE "V" OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN SUCH CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

ACCEPTANCE

SIGNATURE: 

NAME OF RESIDENT AGENT: LIC: MAURICIO VAZQUEZ-ROSSI

ADDRESS: 1800 S.W. 27th Ave. Suite #501 Miami, Florida 33145

THIS 10th DAY OF May OF THE YEAR 2001