

PO1000098307

ACCOUNTING AND TAX SOLUTIONS

4931 N. UNIVERSITY DRIVE, LAUDERHILL FL 33351
TEL (954) 7469224 FAX (954) 746 9403

OCTOBER 03, 2001

EFFECTIVE DATE

10/03/01

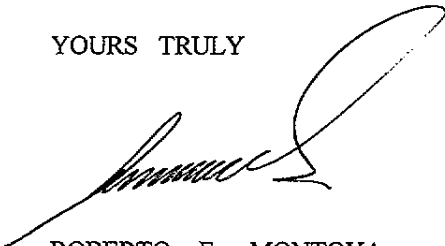
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 GAINS STREET
TALLAHASSEE, FL 32399

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*****78.75 *****78.75

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR BERTETTI INTERNATIONAL INC. A FOR PROFIT CORPORATION. I AM ALSO INCLUDING A CHEK TO COVER THE FILING EXPENSES.

WE WILL APPRECIATE VERY MUCH A PROMPT PROCESSING OF THIS CORPORATION. IF YOU HAVE ANY QUESTIONS PLEASE DO NOT HESITATE TO GET IN TOUCH WITH ME.

YOURS TRULY



ROBERTO E. MONTOYA

01 OCT - 8 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PS
10/9/01

FILED

01 OCT -8 PM 1:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
BERTETTI INTERNATIONAL INC**

ARTICLE ONE

THE NAME OF THIS CORPORATION SHALL BE: **BERTETTI INTERNATIONAL INC**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

**6010 RED PLUM CT
TAMARAC FL 33321-6353**

EFFECTIVE DATE

10/03/01

**ARTICLE TWO
NATURE OF BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY BUSINESS ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

ARTICLE THREE

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA, THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN IS OCTOBER 03, 2001

ARTICLE FOUR

MINIMUM CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NO BE LESS THAN ONE THOUSAND DOLLARS (\$1000.00), OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW.

ARTICLE FIVE

OFFICERS DIRECTORS

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED OR DIMISHED FROM TIME TO TIME BY THE LAWS, BUT SHALL NEVER BE LESS THAN ONE (1)
THE INITIAL DIRECTORS AND OFFICERS OF THIS CORPORATION ARE;
MARCO ANTONIO BERTETTI 6010 RED PLUM CT TAMARAC, FL 33321-6353

ARTICLE SIX

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE SEVEN

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

- A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.
- B. AUTHORIZED: THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS:100
- C. PAR VALUE: EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF: \$ 10.00
- D. CONSIDERATION: SHARES OF COMMON STOCK MAY BE ISSUE IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY COMBINATION OF THE FOREGOING. IN THE ABSENCE OF FRAUD IN THE TRANSATION, THE JUGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE.
- E. NON-ASSESSABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WICH IS AT LEAST EQUAL TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NON-ASSESSABLE.
- F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETINGS OF THE STOCKHOLDERS OF THE CORPORATION.
- G. CUMULATIVE VOTING: NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF CUMULATIVE VOTING.
- H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENS THAT MAY BE DECLARED BY THE BOARD OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.
- I. LIQUIDATION RIGHTS: HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF THE LIQUIDATION OF DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

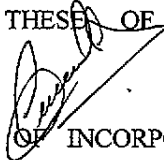
ARTICLE EIGHT

INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

MARCO ANTONIO BERTETTI 6010 RED PLUM CT TAMARAC, FL 33321-6353

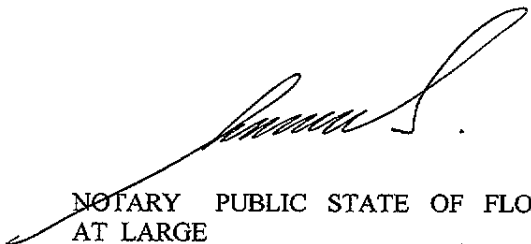
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS HAVE EXECUTED THESE OF INCORPORATION THIS 03 DAY OF OCTOBER 2001

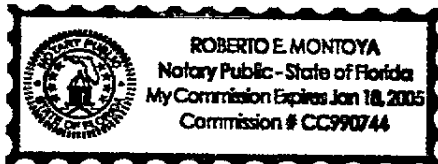
SIGNATURE  OF INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AN SWORN BEFORE ME THIS 03 DAY OF OCTOBER 2001, BY **MARCO ANTONIO BERTETTI (INCORPORATOR) OF BERTETTI INTERNATIONAL INC**


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE
MY COMMISSION EXPIRES



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BERTETTI INTERNATIONAL INC

2. The name and address of the registered agent and office is:

MARCO ANTONIO BERTETTI

(Name)

6010 RED PLUM CT

(P.O. Box not acceptable)

TAMARAC FL 33321-6353

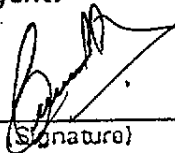
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT -8 PM 1:43

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

OCTOBER 03, 2001