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**Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

ALBERDI USA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ALBERDI USA, INC.**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation.

**ARTICLE I
NAME**

The name of this corporation shall be:

ALBERDI USA, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. Import and Distribution
- b. To conduct and operate any type of business or affairs authorized by the laws of the State of Florida and of the United States of America.

**ARTICLE III
CAPITAL STOCK**

The capital stock of this corporation shall be 50 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV
CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be no less than \$500.00.

This instrument was Prepared By:
MANUEL J. MARI, P.A.
250 BIRD ROAD, #200
CORAL GABLES, FLORIDA 33146
(305) 444-9100 / Fax (305) 444-9922

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ARTICLE V
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 19555 East Country Club Drive, Bldg. 9-501, Aventura, Florida 33180 with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than 1 and no more than 5. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII
DIRECTORS

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

<u>NAME:</u>	<u>ADDRESS:</u>
Enrique Gatti	19555 Country Club Drive, #9-501 Aventura, Florida 33180
Martin Angel Rappallini	19555 Country Club Drive, #9-501 Aventura, Florida 33180
Martin Rappallini	19555 Country Club Drive, #9-501 Aventura, Florida 33180

ARTICLE IX
SUBSCRIBERS

The names and addresses of the initial subscribers signing these Articles of

Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>	<u>CONSIDERATION:</u>
Martin Angel Rappallini	19555 West Country Club Drive, #9-501 Florida, Florida 33180	40	\$400.00
Martin Rappallini	19555 West Country Club Drive, #9-501 Aventura, Florida 33180	10	\$100.00

ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

ARTICLE XI
REGISTERED AGENT

The name and address of the initial registered agent of the corporation shall be:
Manuel J. Mari, Esq.
250 Bird Road, Suite 200
Coral Gables, Florida 33146

ARTICLE XII
OFFICERS

The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>POSITION:</u>
Enrique Gatti	1955 Country Club Drive, #9-501 Aventura, Florida 33180	President

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set our hands and seal, this Feb. 19, 2002.

(SEAL)

(SEAL)

STATE OF FLORIDA

) SS.

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared **ENRIQUE GATTI** who is/are known to me to be the person(s) described in and who executed the foregoing Articles, acknowledged it to be the act and deed of the signer(s) respectively and respectfully, and stated that the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal this 19 day of February, 2002.

MANUEL J. MARI
Notary Public - State of Florida
My Commission Expires Jun 8, 2004
Commission # CC924524

Manuel J. Mari
NOTARY PUBLIC
State of Florida at Large
My commission expires:

H 02000040145**CONSENT OF RESIDENT AGENT**

Having been named Resident Agent of this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.



Manuel J. Mari
250 Bird Road, Suite 200
Coral Gables, Florida 33146
(305) 444-9100

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