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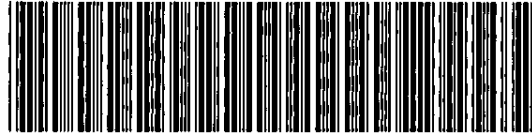
(Business Entity Name)

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RECEIVED
07 MAR - 1 AM 11:23
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 MAR - 1 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/2/07

**LAZARUS
CORPORATE FILING SERVICE**

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TORTELLINI & CO., INC.

(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)

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☒ Certified Copy

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
TORTELLINI & CO., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of this corporation is TORTELLINI & CO., INC.

**Article II
Principal Office Address**

The principal office and mailing address of the Corporation is located at: 150 SE 2nd Avenue, Suite 1010, Miami, FL 33131.

**Article III
Nature of Business**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**Article IV
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 the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

Article V
Capitol Stock

This corporation is authorized to issue 1,000 shares of common stock with \$0.10 no par value.

Article VI
Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 150 SE 2nd Avenue, Suite 1010, Miami, FL 33131, and the name of the initial registered agent of this corporation at that office is Stefania Bologna, Esq.

Article VIII
Incorporator

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

Stefania Bologna	150 SE 2 nd Avenue Suite 1010 Miami, FL 33131
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Article IX
Initial Board of Directors

This corporation shall have at least one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name:	Address:
Mauro Ratti	Via Riva Paradiso, #30 69100 Lugano, Switzerland
Massimo Tundo	200 S. Birch Road, Apt. 808 Ft. Lauderdale, FL 33316

Article X
Indemnification

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February 2007.


Stefania Bologna, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant 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: TORTELLINI & CO., INC.
2. The name and address of the registered agent and office is:

Stefania Bologna, Esq.
150 SE 2nd Avenue
Suite 1010
Miami, FL 33131

The undersigned, Stefania Bologna, Registered Agent, hereby accepts the designation of themselves as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Stefania Bologna, Registered Agent

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TALLAHASSEE, FLORIDA