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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Carlo Conti Management Corp.

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**ARTICLES OF INCORPORATION  
OF  
CARLO CONTI MANAGEMENT CORP.**

**Article I  
Name**

The name of the corporation is CARLO CONTI MANAGEMENT CORP.

**Article II  
Duration**

The corporation shall have perpetual existence.

**Article III  
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV  
Address**

The principal place of business of the corporation shall be: 6009 Old Ocean Blvd., Ocean Ridge, FL 33435.

**Article V  
Capital Stock**

The corporation is authorized to issue 100 shares of common stock, no par value per share.

**Article VI  
Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 2494 S. Ocean Blvd., Boca Raton, FL 33432 and the name of the initial registered agent of the corporation at that address is Lothar Mayer.

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**Article VII**  
**Initial Board of Directors**

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and address of the initial directors of the corporation are:

Lothar Mayer  
2494 S. Ocean Blvd.  
Boca Raton, FL 33432

and

Carlyn Mayer  
2494 S. Ocean Blvd.  
Boca Raton, FL 33432

**Article VIII**  
**Incorporator**

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

Lothar Mayer  
2494 S. Ocean Blvd.  
Boca Raton, FL 33432

**Article IX**  
**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article X**  
**Indemnification**

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director,

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employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

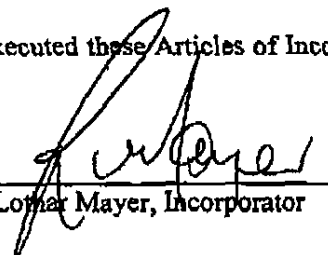
Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

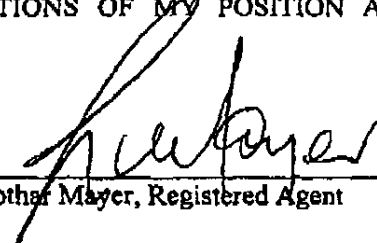
The corporate existence of this corporation shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of May, 2009.

  
\_\_\_\_\_  
Lothar Mayer, Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

By:   
Lothar Mayer, Registered Agent

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