

9950000 17131

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-0000000
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FERRARI FINANCIAL & READING INC.
FAX AUDIT NUMBER: H95000002412
DATE REQUESTED: 03/01/1996
CERTIFIED COPIES: 1
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TALLAHASSEE, FLORIDA
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Handwritten signature and scribbles

ST 3 1996

Prepared by:

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B & L Business Legal

141 N.E 3rd AVE S.206

Miami- Fl. 33132

305-373-6211

ARTICLES OF INCORPORATION OF

H 95000002 412

ARTICLE I - NAME

The name of this corporation is: FERRARI FINANCIAL & TRADING INC
with the principal place of business located at: 141 NE 3RD AVE # 208
MIAMI FL 33132

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

141 NE 3RD AVE # 208
MIAMI FL 33132

The name of the initial Registered Agent of this corporation is:

NINO FERRARI

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 02 director(s) 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 (1). The initial director(s) of this corporation :

- NINO FERRARI - PRESIDENT
- NINO CESAR FERRARI - SECRETARY

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

NINO FERRARI
230 KINGS POINT DR # 507
MIAMI FL 33160

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

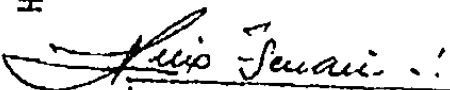
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of MARCH of 19 95



Incorporator

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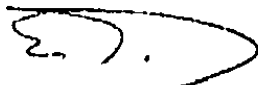
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STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Nino Ferrari

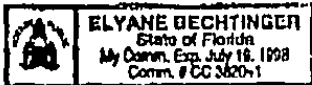
known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 01st day of MARCH, 1995.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

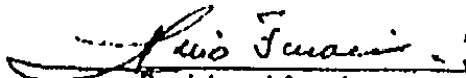
That FERRARI FINANCIAL & TRADING INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed NINO FERRARI

, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

I having been named by the first Board of Directors of

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, the 1ST day of MARCH, 1995.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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