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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

**FLORIDA PROFIT CORPORATION OR P.A.  
AMERICAN PORTOFINO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF  
AMERICAN PORTOFINO, INC.

We undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: AMERICAN PORTOFINO, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of one dollar each (\$10.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$1,000.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 1444 Biscayne Blvd. Suite 240, Miami, FL. 33132-1317

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 1444 Biscayne Blvd. Suite 240, Miami, FL. 33132-1317

The registered Agent at the registered address is **Claudio Corradini**

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Mr. Emilio Toscani	President/Director	P.O. Box 402096 Miami, FL. 33140-0096
Mr. Ercole Ferrari	Vice-President	P.O. Box 402096 Miami, FL. 33140-0096
Ms. Valeria Ferrari	Treasurer/Secretary	P.O. Box 402096 Miami, FL. 33140-0096

ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

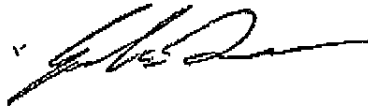
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Mr. Emilio Toscani	P.O. Box 402096 Miami, FL. 33140-0096	50%
Mr. Ercole Ferrari	P.O. Box 402096 Miami, FL. 33140-0096	25%
Ms. Valeria Ferrari	P.O. Box 402096 Miami, FL. 33140-0096	25%

ARTICLE XI

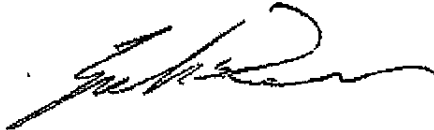
The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided there under.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 6 day of September 2002.

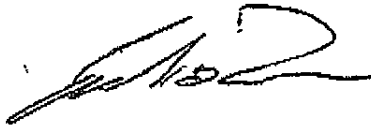
President/Director  
Emilio Toscani



Vice-President  
Ercole Ferrari



Treasurer/Secretary  
Valeria Ferrari



STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

Claudio Corradini

To me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 6 day of September 2002



**Josefine Alvarez**  
Commission # DD-012446  
Expires March 27, 2003  
Miami Beach, Florida  
Atlantic Bonding Co., Inc.

*Josefine Alvarez*

Notary Public, State of Florida at Large

My Commission Expires:

Certificate designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **AMERICAN BORTOFINO, INC.**  
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **Claudio Corradini**  
(Name of Registered Agent)

located at **1444 Biscayne Blvd. Suite 240, Miami, FL. 33132-1317**  
(Street address and number of building)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

SIGNATURE

*Emilio Toscani*

TITLE

**Emilio Toscani**  
**President / Director**

DATE

9/6/02

SIGNATURE

*Ercole Ferrari*

TITLE

**Ercole Ferrari**  
**Vice-President**

DATE

9/6/02

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SIGNATURE



Valeria Ferrari

TITLE

Treasurer / Secretary

DATE

9/4/02

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE



Claudio Corradini

(Registered Agent)

DATE

9/4/02

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Power of Attorney

## Know All Men By These Presents:

That Mr. Ercole Ferrari, Italian citizen, constituted and appointed, and by these presents does make, constitutes and appoints Mr. Emilio Toscani, Italian citizen his true and lawful attorney for him and his name, place and stead to sign and execute any and all documents, conveyances, notes and mortgages for the forming of a Florida Corporation named "AMERICAN PORTOFINO, Inc." (or any other legally accepted name) to be established in Miami-Dade County, Florida, USA, giving and granting unto Mr. Emilio Toscani said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises and fully, to all intents and purposes as he might and could do if personally present, with full power of substitution and revocation all by ratifying and confirming all that Mr. Emilio Toscani, said attorney or his substitute shall lawfully do or cause to be done by virtue hereof. Said attorney is also empowered to appoint the Officers and the Directors of the Corporation and the Registered Agent, it includes the eligibility of himself and any of the Stockholders.

In Witness whereof, to have hereunto set my hand and seal the third day of September, in the year 2002.

*Ercole Ferrari*  
 .....  
 (Ercole Ferrari)

Sealed and delivered in presence of  
*[Signature]*  
 .....

*[Signature]*  
 .....

State of Florida      County of Dade

I Hereby Certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgment, personally appeared Ms. Ercole Ferrari to me known to be the person described and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this day 3<sup>rd</sup> of September, A.D. 2002.

*[Signature]*  
 .....

