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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ADOTTA ITALIA USA INC.**

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**CERTIFICATE OF INCORPORATION**

**OF**

**ADOTTA ITALIA USA INC.**

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

**ARTICLE I, NAME OF CORPORATION:**

The name of the Corporation shall be: **ADOTTA ITALIA USA INC.**

**ARTICLE II, GENERAL NATURE OF THE BUSINESS:**

The general nature of the business and the object and purpose to be transacted and carried are: To conduct business not prohibited by the Laws of the United States and the State of Florida. To conduct business to have one or more officers in buy, sell, import, export, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer or corporate properties, or instruments to secure the payments of corporate indebtedness as require

To purchase the corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation on the State of Florida, or any other State or government and while owner of such stock to exercise all rights, powers and privileged of ownership, including the right to vote such stock.

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**ARTICLE III, CAPITAL STOCK:**

- The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares at \$ 1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the board of Director thereof, and may be paid in cash, labor or services.

**ARTICLE IV, INITIAL CAPITAL:**

The number of shares with which this Corporation shall commence business is not less than 100 common stock, and the amount of capital stock with which this Corporation shall commence business will not be less than One Hundred Dollars (\$ 100.00).

**ARTICLE V, TERM:**

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

**ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:**

The initial place of business of said Corporation in this State shall be 2550 NW 72 AVE #105 MIAMI, FL 33122. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

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**ARTICLE VII, SUBSCRIBERS:**

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follow:

LUIGI ZANNIER  
2550 NW 72 AVE #105  
MIAMI, FL 33122

**ARTICLE VIII, OFFICERS:**

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

LUIGI ZANNIER  
President/Treasurer/Vice-President/Secretary  
2550 NW 72 AVE #105  
Miami, Florida 33122

**ARTICLE IX, AMENDMENT:**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments to these Articles of Incorporation be made.

We, the undersigned, being the original subscribers of the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto to make and file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this 21<sup>st</sup> day of MARCH 2014.

  
LUIGI ZANNIER

President/Treasurer/Vice-President/Secretary

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**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE,  
NAMING AGENT UPON PROCESS MAY BE SERVED.**

In Pursuance of Chapter 48,901, Section 607,184  
Florida Statutes, the Following is submitted, in the  
Compliance with said act:

First: **ADOTTA ITALIA USA INC.**

desiring to organized under Laws of the State of  
Florida, with the principal Office, as indicated in the  
Articles of Incorporation, in the City of Miami  
County of Miami Dade, State of Florida, has named  
Luigi Zannier at 2550 NW 72<sup>nd</sup> Ave #105  
Miami, Florida 33122 as its Agent accepts service  
of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept services of process for  
the above stated Corporation at place designated in  
this Certificate, I hereby accept to act in this capacity  
and agree to comply with the provisions of said act  
relative to keeping open said office.

  
Luigi Zannier  
Registered Agent

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