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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

apulia.usa, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 15, 2004

EMPIRE CORPORATE KIT

SUBJECT: APULIA.USA, INC.
REF: W04000041624

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

* The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

* Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

FAX Aud. #: H04000225893
Letter Number: 404A00064780

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 82314

W04000225843

(H)

ARTICLES OF INCORPORATION

OF

The undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

APUKIA.USA, II

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

676 W. PROSPECT RD
FT. LAUDERDALE, FL 33309

ARTICLE III

The purpose for which the corporation is organized is:

SOCIAL CLUB

ARTICLE IV

The manner in which the directors are elected or appointed shall be stated in the bylaws.

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ARTICLE V

The name and street address of the initial registered agent shall be:

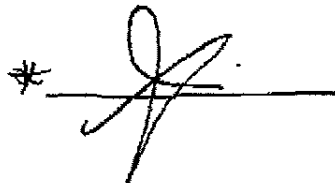
JOEL MARCUS
676 W. PROSPECT ROAD
FT LAUDERDALE, FL 33309

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

JOEL MARCUS
676 W. PROSPECT ROAD
FT. LAUDERDALE, FL 33309

The undersigned incorporator has executed these Articles of Incorporation
this 11 Day of NOVEMBER, 2004

*  JOEL MARCUS

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

JOEL MARCUS
676 W. PROSPECT ROAD
FT. LAUDERDALE, FL 33309

ANGELA PERRONE
676 W. PROSPECT RD
FT. LAUDERDALE, FL

LUCIANA SARLANI
676 W. PROSPECT RD
FT. LAUDERDALE, FL

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

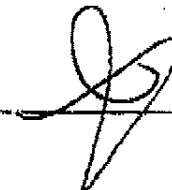
APULIA. USA, INC.

(Name of Corporation)

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

JOEL MARCUS

REGISTERED AGENT



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