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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

terosa, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight FEB 13 2007

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ARTICLES OF INCORPORATION

④

of
Terosa, Inc.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is:

Terosa, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of Class A Common Stock with voting rights and no par value, which shall be designated "Class A Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Antonella Tizzano		
ADDRESS	420 U.S. Highway One, Suite 5		
CITY	North Palm Beach	FLORIDA	ZIP 33408

The principle office, if known, or the mailing address of the Corporation is:

NAME	Terosa, Inc. dba Café Bacco		
ADDRESS	420 U.S. Highway One, Suite 5		
CITY	North Palm Beach	FLORIDA	ZIP 33408

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ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time pursuant to the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of the corporation are as follows:

NAME	Antonella Tizzano		
ADDRESS	382 Golfview Road, Apt. C		
CITY	North Palm Beach	FLORIDA	ZIP 33408

NAME	Ricardo Faiella		
ADDRESS	382 Golfview Road, Apt. C		
CITY	North Palm Beach	FLORIDA	ZIP 33408


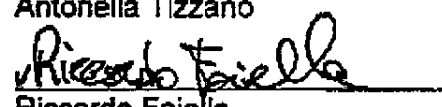
ARTICLE VII – INCORPORATIONS

The name and address of the Incorporators signing these Articles of Incorporation are as follows:

NAME	Antonella Tizzano		
ADDRESS	382 Golfview Road, Apt. C		
CITY	North Palm Beach	FLORIDA	ZIP 33408

NAME	Ricardo Faiella		
ADDRESS	382 Golfview Road, Apt. C		
CITY	North Palm Beach	FLORIDA	ZIP 33408

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this _____ day of February, 2001.


Antonella Tizzano

Riccardo Faiella

**CERTIFICATE AND A KNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

Terosa, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at **420 U. S. Highway One, Suite 5, North Palm Beach, FL 33408**

has named **Antonella Tizzano**

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this Certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Antonella Tizzano, Registered Agent

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