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Florida Department of State
Division of Corporations
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To:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

tonico, inc

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

F. CHESLER

MAY 15 2001

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ARTICLES OF INCORPORATION

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OF

TONICO, INC.

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

TONICO, INC.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence. Commencement shall be effective this 14th day of May 2001.

Prepared by:

Esther Z. Bejar, CPA, P.A.
420 Lincoln Road Suite 357
Miami Beach, FL 33139
305-538-9932

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TALLAHASSEE, FLORIDA

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ARTICLE V

Directors

This Corporation shall have two Directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws. The initial Directors shall be: Antonio Martucci residing at 2640 NE 213 St, Miami Beach, Florida, 33139 and Francesco Corti residing at 1611 Michigan Avenue #22 Miami Beach, Florida 33139.

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 208 Jefferson Avenue Suite 102, Miami Beach, FL 33139 or such other place as may from time to time be designated.

ARTICLE VII

Incorporators

The name and street address of the Incorporator of this Corporation is:

Antonio Martucci
208 Jefferson Avenue Suite 102
Miami Beach, Florida 33139

ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Antonio Martucci
208 Jefferson Avenue Suite 102
Miami Beach, Florida 33139

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE IX

Amendment

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

ARTICLE X

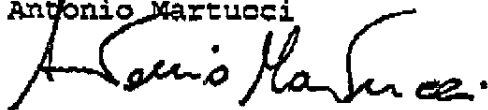
The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 14th day of May, 2001.

Antonio Martucci

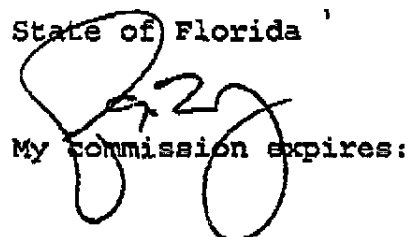


State of Florida)
County of Dade) SS.

The foregoing instrument was acknowledged before me this 14th day of May, 2001 by

NOTARY PUBLIC

State of Florida



My commission expires:



Esther Z. Dejar
Commission # 00346071
Expires Dec. 23, 2003
Banded Through
Atlantic Bonding Co., Inc.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That TONICO, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 208 Jefferson Avenue Suite 102, City of Miami Beach, County of Metro-Dade, State of Florida, has named Antonio Martucci at , 208 Jefferson Avenue Suite 102, City of Miami Beach, County of Metro-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

Antonio Martucci

Antonio Martucci

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TALLAHASSEE, FLORIDA

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