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Division of Corporations  
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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.

CP3 AMERICA, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**CP3 America, Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall Be:  
CP3 America, Inc.

The principal place of business of this corporation shall be:  
209 North Atlantic Blvd # 5F Ft. Lauderdale, FL 33304

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:  
1000 shares par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

Angelo Santamaria  
209 N Atlantic Blvd # 5F  
Ft Lauderdale, FL 33304  
10% Treasurer

Sandro Santamaria  
209 N Atlantic Blvd # 5F  
Ft Lauderdale, FL 33304  
45%

Francesco Fabbrini  
209 N Atlantic Blvd # 5F  
Ft Lauderdale, FL 33304  
45%

**ARTICLES VI INCORPORATOR (S)**

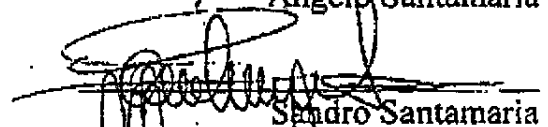
The name(s) and street address (es) of the incorporator (s) to this articles of incorporation is (are):

Same as above

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 27 day of September 2001.

Signature(s) of Incorporator(s)

X   
Angelo Santamaria

  
Sandro Santamaria

  
Francesco Fabbrini

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

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:  
CP3 America, Inc.

2. The name and address of the registered agent and office is:  
Angelo Santamaria

209 North Atlantic Blvd # 5F  
(P.O. BOX NOT ACCEPTABLE)  
FT Lauderdale, FL 33304  
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE Angelo Santamaria

TITLE owner

DATE 9/27/01

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Angelo Santamaria

DATE 9/27/01