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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ADAMAS DISTRIBUTOR CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
ADAMAS DISTRIBUTOR CORPORATION

FILED
01 NOV -9 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator for the purpose of forming a company under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation shall be:

ADAMAS DISTRIBUTOR CORPORATION

Article II - Principal Office

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

**8230 SW 62ND Court
Miami, FL 33143**

Article III - Shares

The number of shares of stock that this company is authorized to have outstanding at any one time is:

100 shares of \$1.00 per value common stock

where one shares controls one vote for the party that controls the share and its equivalent to the total stock of the company. The number of shares of common stock which are authorized to be issued under the following plan:

Group One, will own 33.00% of shares and is formed by:

1. Jose Luis Cortesi
2. Daniel Cortesi
3. Jose Javier Gutierrez

Group Two, will own 33.00% of shares and is formed by:

1. Maria Grazia Tiso de Garay
2. Jose Luis Garay

Group Three, will own 33.00% of shares and is formed by:

1. Roberto O. De Leo

The balance of the total number of shares or 1.00%, will remain unsold in reserve with the Treasurer of the Corporation until shareholders by unanimity vote will decide its use, as well as the par value of said stock (albeit the elimination of the concept of par value under Florida Law) is hereby limited to the restrictions as set forth in Section 1244 of the Internal Revenue Code.

Stock authorized under this plan shall be issued only in exchange for money, or property susceptible to monetary valuation other than capital stock, securities or services rendered or to be rendered. The aggregate dollar amount as provided under applicable Sections of the Internal Revenue Code and the sum of such aggregate dollar amount and the equity capital of the above named corporation (determined on the date of adoption of the plan) shall not exceed amounts as provided under applicable Sections of the Internal Revenue Code.

Any stock options granted during the life of this plan which apply to the stock issuable hereunder shall apply solely to such stock and to no other and must be exercised within the period in which the plan is effective.

Such other action as may be necessary shall be taken by the above named corporation to qualify the stock to be offered and issued under this plan as "Section 1244 Stock", as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

Article IV - Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is:

**Roberto O. De Leo
8230 SW 62ND Court
Miami, FL 33143**

Article V - Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

**Roberto O. De Leo
8230 SW 62ND Court
Miami, FL 33143**

Article VI - Duration

This company shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

Article VII - Nature of Business

This company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article VIII - Pre-Emptive Rights

Every shareholder upon the sale for cash of any new stock of this company shall have the right to purchase his prorata share hereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX - Initial Board of Directors

The Directors to form the Board of Directors voted by shareholders are the following:

Group One,

1. Jose Luis Cortesi
2. Daniel Cortesi
3. Jose Javier Gutierrez

Group Two,

1. Maria Grazia Tiso de Garay
2. Jose Luis Garay

Group Three,

1. Roberto O. De Leo

To form quorum or majority to vote a corporate resolution, at least one Director from each group must be present at any shareholders meeting.

Article X - 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 a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Article XI - Limitations on Corporate Stock

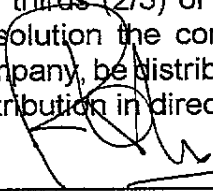
1. No shareholder can enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this company who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the company.
3. No shareholder of the company may sell or transfer his stock in this company, except to the shareholders of this company who will have the right of first refusal in purchasing the stock offered.

Article XII - Indemnification

The company shall indemnify any officer or director, to the full extent permitted by law.

Article XIII - Dissolution

The company may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the company entitled to vote thereon. On dissolution the company property and assets shall, after payment of all debts of the company, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.



Roberto O. De Leo
8230 SW 62nd Court
Miami, FL 33143

Document Prepared by:
Roberto O. De Leo
8230 SW 62nd Court - Miami, FL 33143

**Certificate of Designation
Registered Agent/ Registered Office**

Pursuant to the provisions of section 607.0501, 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.

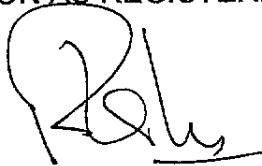
1. The name of the corporation shall be:

ADAMAS DISTRIBUTOR CORPORATION

2. The name and address of the registered agent and initial registered office address for the corporation is:

**Roberto O. De Leo
8230 SW 62ND Court
Miami, FL 33143**

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



Roberto O. De Leo
Registered Agent
November 8, 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA