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To:

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From:

Account Name : SIMON, SIGALOS & SPYREDES, P.A.
Account Number : I19990000176
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FLORIDA PROFIT CORPORATION OR P.A.

Resto Pro USA, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
RESTO PRO USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RESTO PRO USA, INC.

The address of the principal office of this corporation shall be 440 East Sample Road, Suite 202, Pompano Beach, Florida 33064 and the mailing address shall be 440 East Sample Road, Suite 202, Pompano Beach, Florida 33064.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of Common stock having No par value per share.

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ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be SIMON, SIGALOS & SPYREDES, P.A., 4800 North Federal Highway, Suite 100-D, Boca Raton, FL 33431, Attn: Anastasios Tom Spyredes, Esq. and the name of the initial registered agent of the corporation at that address is SIMON, SIGALOS & SPYREDES, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors. The names and street addresses of the initial members of the Board of Directors are:

Lawrence Mammas
1955 ch. Cote de Liesse #205
Ville St. Laurent, Quebec
Canada H4N3A8

Paul Sara
1955 ch. Cote de Liesse #205
Ville St. Laurent, Quebec
Canada H4N3A8

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Treasurer
Vice President/Secretary

Paul Sara
Lawrence Mammas

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Simon, Sigalos & Spyredes, P.A., 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431, Attn: Anastasios Tom Spyredes, Esq.

The undersigned has executed these Articles of Incorporation this 01st day of January, 2002.

SIMON, SIGALOS & SPYREDES, P.A. (Incorporator)

By: 

Anastasios Tom Spyredes, As Its Vice President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 is: **RESTO PRO USA, INC.**
2. The name and address of the registered agent and office is: **SIMON, SIGALOS & SPYREDES, P.A., 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431, Attn: Anastasios Tom Spyredes, Esq.**

January 10, 2002.

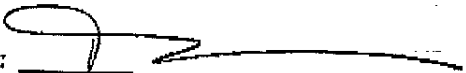
Simon, Sigalos & Spyredes, P.A. (Incorporator)

By: 
Anastasios Tom Spyredes, As Its Vice-President

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.

January 10, 2002.

Simon, Sigalos & Spyredes, P.A. (Incorporator)

By: 
Anastasios Tom Spyredes, As Its Vice-President