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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 205-0381

from:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone Fax Number

: (305)634-3694 er : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

RAFFAELLO GRAND STUDIO, INC.

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SECHALIASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

RAFFAELLO GRAND STUDIO, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The Legal Name of this Corporation is:

RAFFAELLO GRAND STUDIO, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation is: 9720 N.W. 91st Court,

Medly, Fl 33178

ARTICLE IV

The general nature of business of this Corporation is to transact any and all lawful business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are One Thousand (1,000) shares of Common Stock having a par value of One (\$ 1.00) Dollar.

Unless otherwise state in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

OFFICIAL NOTARY SEAL PICHARD CHARLES ILLA MY COMMISSION EXPIRES

JACKSON - BLOCK & ASSOCIATES Potsonal & Caparate Record Tox History Florids



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ARTICLE VI

The name and street address of the initial Registered Agent office of this Corporation shall be at: 1055 West 29th Street, Hialeah, Florida 33012. The initial and principal registered agent of this Corporation shall be:

Jackson-Block & Associates, Inc. c/o Pedro C Donates 1055 West 29th Street, Suite 1 (2nd Floor) Hialeah, Fl 33012

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

NAME

Rajindar Opal President, Director

- 2. Angelo Mannara Secretary, Director
- 3. Sunil Mukherjee Director
- 4. Richard C Illa Director

ADDRESS

630 Willowbank Trail Mississauga, Ontario, Canada

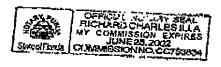
89 Carstead Crescent Woodbridge, Ontario, Canada

17300 N.W. 68th Avenue, Apt 319 Miami, Fl 33015

1055 W 29th Street, Ste 1 (2nd Floor)

ARTICLE - VIII

The stockholders of this corporation shall have the power to include in the by-laws, or adopt resolutions by a two-thirds (2/3) majority and regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.







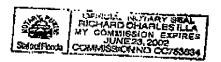
ARTICLE IX

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

Rajindar Opal 630 Willowbank Trail Mississauga, Ontarjo, Canada

Rajindar Pal, Incorporator

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SECALLA SUEE, FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTER OFFICE

Raffaello Grand Studio. Inc.

Having been named as registered agent, Jackson-Block & Associates, Inc. c/o Pedro C DONATES AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HERBBY 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.

Signature:

Registered Agent Name:

Jackson-Block & Associates, Inc. c/o Pedro C Donates 1055 West 29th Street, Suite 1 (2nd Floor)

Address:

Hialcah City of:

Miami-Dade State of: County of:

MCKSON - BLOCK & ASSOCIATES

ACKSON - BLOCK & ASSOCIATES

ACKSON - BLOCK & ASSOCIATES

ACKSON - BLOCK & ASSOCIATES

STATE of FLORIDA COUNTY of MIAMI-DADE

Sworn to and subscribed before me this 18th day of January, 2002 by: ID Caucacheau Tassapet produced: RAJINDAR OPAL expiring number VE /57297

At Miami-Dade County, State of Florida this 18th day of January 2002.

RICHARD C. ILLA

NOTARY PUBLIC-STATE OF FLORIDA

Notary Scal

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