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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

murgoni usa, inc.

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⑤ **Articles of Incorporation**

Pursuant to Chapter 607 and 621, Florida Statutes

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

ARTICLE I - CORPORATION NAME:

The name of this corporation shall be:

MURGONI USA, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS:

The principal place of business of this corporation shall be:

419 TRUMAN AVENUE, SUITE 1

KEY WEST, FL 33040

ARTICLE III - MAILING ADDRESS:

The mailing address of this corporation shall be:

419 TRUMAN AVENUE, SUITE 1

KEY WEST, FL 33040

ARTICLE IV - DURATION:

This corporation shall have perpetual existence commencing upon the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V - PURPOSES:

This corporation is organized for the purpose of transacting any activities or businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE VI - CAPITAL STOCK:

The aggregate number of shares, which this corporation shall have authority to issue, is the total sum of **1000000** (one million) shares,

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having an individual par value of \$1.00 (one dollar) of common stock, which shall be designated "Common Shares".

ARTICLE VII - INITIAL REGISTERED OFFICE:

The street address of the initial registered office of this corporation shall be:

**419 TRUMAN AVENUE, SUITE 1
KEY WEST, FL 33040**

ARTICLE VIII - INITIAL REGISTERED AGENT:

The name of the initial registered agent is:
DAVID BADRIDZE

ARTICLE IX - INCORPORATOR:

The name and address of the person signing these Articles of Incorporation is:

**DAVID BADRIDZE
419 TRUMAN AVENUE, SUITE 1
KEY WEST, FL 33040**

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have **FOUR** directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

Name:	Capacity:	Address:
DAVID BADRIDZE	Director, President, Treasurer	419 Truman Ave., Suite 1 Key West, FL 33040
KONSTANTIN SAFAROV	Director, Vice President, Secretary	419 Truman Ave., Suite 1 Key West, FL 33040
TIMUR BADRIDZE	Director, Vice President	419 Truman Ave., Suite 1 Key West, FL 33040
AKAKTY CHIKOVANI	Director, Vice President	419 Truman Ave., Suite 1 Key West, FL 33040

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporate Act.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any former officer or directors, to the full extent permitted by law.

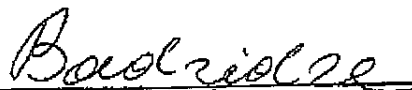
ARTICLE XIV - AMENDMENT:

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PREEMPTIVE RIGHTS:

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from treasury of this corporation, in the ratio that the number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preempting rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of **February 2002**.



Signature of Incorporator

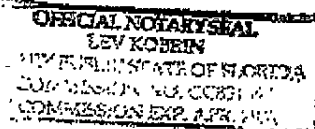
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State of Florida)
)
County of Miami-Dade) SS:

BEFORE ME, the undersigned authority personally appeared **David Badridze**, to me well known and known to me to be the individual described in and who executed the forgoing instrument as subscribed hereto.

WITNESS my hand and official seal this 6th day of February 2002.

Lev Kobrin
Lev Kobrin, Notary Public, State of Florida



DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, **MIRGONI USA, INC.**, DESIRING TO ORGANIZE UNDER THE laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named **DAVID BADRIDZE, TRUMAN AVENUE, SUITE 1, KEY WEST, FL 33040** its Registered Agent to accept service of process within this State.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

February 6th, 2002

David Badridze
Signature of Registered Agent

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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