

Division of Corporations

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P02000022002**Florida Department of State**

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**Promogroup U.S.A., Corp.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
Promogroup U.S.A., Corp.

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

ARTICLE I - NAME

The name of the Corporation shall be **Promogroup U.S.A., Corp.**

ARTICLE - II - Existence

The Corporation shall have perpetual existence.

ARTICLE - III - Purpose

The general purpose of the business to be transacted by this Corporation is:

- A. Transact any and all-lawful business in the state of Florida.
- B. To engage in every aspect and service, distribution, representation of wine and food. To sell, purchase, import and export wine and food at wholesale or retail.
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE - IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
10219 General Dr., Ste. 4
Orlando, FL 32824

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ARTICLE - V - CAPITAL STOCK

This corporation is authorized to have 100,000 shares of \$10.00 par value common stock, which shall be designated common shares.

ARTICLE - VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Achille Scialoia
7455 Park Springs Dr.
Orlando, FL 32837

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE - VII - INCORPORATOR

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

Achille Scialoia
7455 Park Springs Dr.
Orlando, FL 32837

ARTICLE - VIII - DIRECTORS

A Board of one or more Directors shall manage the business and affairs of the corporation. The Board of Directors establishes the number and composition of which Board shall from time to time.

The initial Board of Directors are:

Giannetto Nenci, President
4907 Grant Street
Hollywood, FL 33021

Gianluca Nenci, Secretary
4907 Grant Street
Hollywood, FL 33021

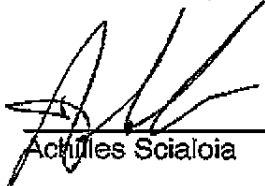
Achille Scialoia, Treasure
7455 Park Springs Dr.
Orlando, FL 32837

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These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

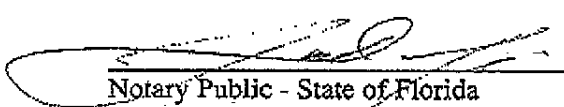
IN WITNESS WHEREOF, the undersigned have hereunto set his hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 day of February, 2002.

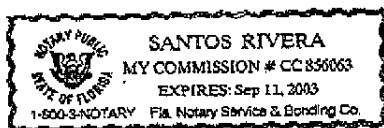

Achilles Scialoia

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Mr. Achille Scialoia and acknowledged that he executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 26th day of February of 2002.


Notary Public - State of Florida
COMM. #
My commission expires:



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CERTIFICATE OF DESIGNATION REGISTERED AGENT AND 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 is: Promogroup U.S.A., Corp.
- 2 - The name and address of the registered agent and office is:

Achille Scialoia
7455 Park Springs Dr.
Orlando, FL 32837

SIGNATURE

(CORPORATE OFFICER)

TITLE

Treasurer

DATE

02/26/02

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.

SIGNATURE

(RESIDENT AGENT)

DATE

02/26/02

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