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**Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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**FULL
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -5 PM 1:46**

**FLORIDA PROFIT CORPORATION OR P.A.
MASACCIO, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE MASACCIO, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

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ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN APRIL 4, 2002.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

6065 NW 167 STREET B26
MIAMI, FL 33166

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

MASSIMO NICASTRO
6065 NW 167 STREET B26
MIAMI, FL 33016

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

MASSIMO NICASTRO
6065 NW 167 STREET B26
MIAMI, FL 33016

FRANCESCO CAPPELLETTI
6065 NW 167 STREET B26
MIAMI, FL 33016

ARTICLE VIII

BOARD MEMBERS

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
MASSIMO NICASTRO	PRESIDENT
FRANCESCO CAPPELLETTI	SECRETARY

ARTICLE IX

THE STOCKHOLDERS OF THIS CORPORATION ARE:
MASSIMO NICASTRO 50%
LA SIGNORIA DI FIRENZE S.R.L. 50%

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

MASSIMO NICASTRO
6065 NW 167 STREET B26
MIAMI, FL 33016

ARTICLE XI

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT

PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY
(90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE
STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER
STOCKHOLDERS.

ARTICLE XII

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.

ARTICLE XIII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE
PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT
THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS
PROVIDED THEREUNDER.

IN WITNESS WHERE OF, THE UNDERSIGNED INCORPORATOR HAS
EXECUTED THESE ARTICLES OF INCORPORATION THE 4 DAY OF APRIL
2002.

Massimo Nicastro
MASSIMO NICASTRO

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT
RELATIVE TO KEEPING OPEN SAID OFFICE.

Massimo Nicastro
MASSIMO NICASTRO

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