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TRANSMITTAL LETTER

FILED  
02 APR 29 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL. 32399

SUBJECT: CELLINI INVESTMENTS S.A., INC..

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$78.75 for: Filing fee, Certified copy & Certificate.

FROM:

VINCENTE MARTIN  
1731 S.E. 15<sup>th</sup> STREET, SUITE 411  
FT. LAUDERDALE, FLORIDA 33316

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-04/29/02--01068--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CELLINI INVESTMENTS S.A., INC.

Article I

Corporate Name

The Name of this corporation is:CELLINI INVESTMENTS S.A.,  
INC.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations,

firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

### Article III

#### Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

### Article IV

#### Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 1731 S.E. 15<sup>th</sup> Street, Suite 411, FT.Lauderdale,FL 33316

### Article V

#### Registered Agent

The initial registered agent of this corporation is: Vincente Martin located at: 1731 S.E. 15<sup>th</sup> Street, Suite 411, FT.Lauderdale,FL 33316

Article VI

Initial Board of Directors

This corporation shall have one director 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 nor more than nine. The name and address of the initial director of this corporation is, to wit:

Vincente Martin	1731 S.E. 15 <sup>th</sup> Street, Suite 411 FT. Lauderdale, FL 33316
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Joseph P. Lombardi	1731 S.E. 15 <sup>th</sup> Street, Suite 411 FT. Lauderdale, FL 33316
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Article VII

Incorporator

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

Vincente Martin, 1731 S.E. 15<sup>th</sup> Street, Suite 411, FT.Lauderdale,FL 33316

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation of CELLINI INVESTMENTS S.A., INC.  
this 25th day of April 2002.

  
\_\_\_\_\_  
Subscriber

## ACKNOWLEDGEMENT

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county above set forth, personally appeared, Vincente Martin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

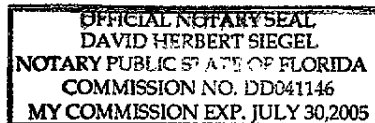
IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in the state and county aforesaid, this 25<sup>th</sup> day of April,  
2002.

David Herbert Siegel  
NOTARY PUBLIC, State of Florida

DAVID HERBERT SIEGEL  
Print Name of Notary

Commission No.: \_\_\_\_\_

My Commission Expires:



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In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said act:

First: That CELLINI INVESTMENTS S.A., INC.,  
desiring to organize under the laws of the state of Florida with its principal  
office as indicated in the Articles of Incorporation has named Vincente  
Martin, whose address is: 1731 S.E. 15<sup>th</sup> Street, Suite 411, FT.Lauderdale,FL  
33316, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
named corporation at the place designated in this Certificate, I hereby accept  
to act in this capacity and agree to comply with the provisions of said act  
relative to keeping open said office.

Vincente Martin  
Vincente Martin