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FLORIDA PROFIT CORPORATION OR P.A.

GUSSO, INC.

Certificate of Status	0
Certified Copy	1
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FILED  
03 MAY 19 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5/19/03

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ARTICLES OF INCORPORATION  
OF  
**GUSSO, INC.**

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03 MAY 19 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

**ARTICLE I**

THE NAME of the Corporation shall be:

**GUSSO, INC.**

**ARTICLE II**

THE CORPORATION may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE III**

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be **FIVE HUNDRED (500)** shares of stock which shall be common stock of a par value of **ONE DOLLAR (\$ 1.00)** per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

**ARTICLE IV**

THIS CORPORATION shall begin business with a minimum capital in the amount of **FIVE HUNDRED DOLLARS ( \$500.00 )**.

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**ARTICLE V**

THIS CORPORATION shall have perpetual existence.

**ARTICLE VI**

THE PRINCIPAL office of the Corporation shall be located at:

**8935 S.W. 150 COURT, CIRCLE EAST MIAMI FL 33196**

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**ARTICLE VII**

The Board of Directors, who need not be stockholders of the corporation, shall manage THE BUSINESS of the Corporation. The number of the Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by- laws.

**ARTICLE VIII**

THE NAMES and mailing addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

**MARCELO GUSSO  
8935 SW 150 COURT, CIRCLE E  
MIAMI FLORIDA 33196**

OFFICERS

**MARCELO GUSSO**

**PRESIDENT/DIRECTOR**

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**ARTICLE IX**

THE NAMES and mailing addresses of each of the incorporators to this Certificate of Incorporation are as follows:

**MARCELO GUSSO  
8935 SW 150 COURT, CIRCLE E  
MIAMI FLORIDA 33196**

**ARTICLE X**

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article II of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

**ARTICLE XI**

THIS CORPORATION shall have the power to issue the whole or any part, as determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

**ARTICLE XII**

UPON ELECTION of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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**ARTICLE XIII**

THE CORPORATION shall designate **MARCELO GUSSO** with offices located at **8935 S.W. 150 COURT, CIRCLE EAST MIAMI FL 33196** as Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this day of May 19, 2003

  
\_\_\_\_\_  
**MARCELO GUSSO**  
✓

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **GUSSO, INC.** principal office, as indicated in the Articles of Incorporation, in the City of **MIAMI**, County of **DADE**, State of Florida has named:

**MARCELO GUSSO**  
**8935 SW 150 COURT, CIRCLE E**  
**MIAMI FLORIDA 33196**

as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

  
MARCELO GUSSO