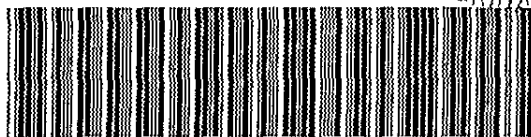


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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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ATTORNEY AT LAW

DAVID K. OAKS

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Website: www.lawyers.com/davidkoakslaw

June 5, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

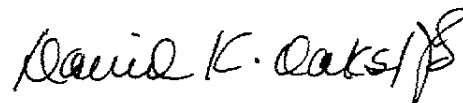
RE: GAMBERO ROSSO, INC.
Filing of Articles of Incorporation

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for Gambero Rosso, Inc. together with our escrow check in the amount of \$78.75. Please return two stamped copies of the articles to the above address. Thank you for your cooperation.

Thank you for your assistance.

Yours very truly,



David K. Oaks

Signed in
attorney's absence
to expedite.

DKO:js
Encl.
cc: client

ARTICLES OF INCORPORATION

OF

GAMBERO ROSSO, INC.

FILED

03 JUN -9 AM 9:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, **NICHOLAS SCARINGELLA, SALVATORE SIMONETTI** and **PASQUALE SCARINGELLA**, do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. **NAME.** The name of the corporation shall be **GAMBERO ROSSO, INC.** a Florida corporation.

2. **PURPOSE.** The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. **GENERAL POWERS.** The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. **TERM.** This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. **OFFICE.** The principal office and mailing address of the corporation is 24398 Harborview Road, Charlotte Harbor, FL 33980..

6. **MANAGEMENT.** This corporation shall have three directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. **DIRECTORS.** The names and addresses of the first Board of Directors of this corporation follows:

NICHOLAS SCARINGELLA
24398 Harborview Road
Charlotte Harbor, FL 33980

SALVATORE SIMONETTI
176 Ainslie Street
Brooklyn, NY 11211

PASQUALE SCARINGELLA
24398 Harborview Road
Charlotte Harbor, FL 33980

This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. **OFFICERS.**

a) The names and addresses of the first Officers of this corporation are as follows:

President	NICHOLAS SCARINGELLA 24398 Harborview Road Charlotte Harbor, FL 33980
-----------	--

Secretary	PASQUALE SCARINGELLA 24398 Harborview Road Charlotte Harbor, FL 33980
-----------	--

Treasurer	SALVATORE SIMONETTI 176 Ainslie Street Brooklyn, NY 11211
-----------	--

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. **STOCK.** Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. **SHAREHOLDERS.** The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

NICHOLAS SCARINGELLA	33.33 shares
24398 Harborview Road	
Charlotte Harbor, FL 33980	

SALVATORE SIMONETTI	33.33 shares
176 Ainslie Street	
Brooklyn, NY 11211	

PASQUALE SCARINGELLA	33.33 shares
24398 Harborview Road	
Charlotte Harbor, FL 33980	

10. **RESIDENT AGENT.** The name and address of the resident agent of the corporation is:

DAVID K. OAKS, ESQ.
DAVID K. OAKS, P.A.
407 East Marion Avenue, Suite 101
Punta Gorda, FL 33950

11. **BY-LAWS.** The By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this ___ day of May, 2003.

SIGNED AND SEALED

IN THE PRESENCE OF:

Sonny Negro
WITNESS

Salvatore Simonetti
SALVATORE SIMONETTI
176 Ainslie Street
Brooklyn, NY 11211

Rosa Womble
WITNESS

Jackie M. Smith

Nicholas Scaringella
NICHOLAS SCARINGELLA
24398 Harborview Road
Charlotte Harbor, FL 33980

April M. De

Jackie M. Smith

Pasquale Scaringella
PASQUALE SCARINGELLA
24398 Harborview Road
Charlotte Harbor, FL 33980

April M. De

STATE OF NEW YORK
COUNTY OF KINGS

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **SALVATORE SIMONETTI**, incorporator of **GAMBERO ROSSO, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

me WITNESS my hand and official seal in the County and State aforesaid this 2nd day of May, 2003.

My Commission Expires:

JOHN GANGONE
Commissioner of Deeds
No. 2-9335
Certificate Filed in Kings County
Commission Expires April 1, 2005
Notary Public

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **NICHOLAS SCARINGELLA**, incorporator of **GAMBERO ROSSO, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this ____ day of May, 2003.

My Commission Expires:



STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **PASQUALE SCARINGELLA**, incorporator of **GAMBERO ROSSO, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this ____ day of May, 2003.

My Commission Expires:



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

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

First, That GAMBERO ROSSO, INC. desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Articles of Incorporation at City
of Punta Gorda, County of Charlotte, State of Florida, has named DAVID K. OAKS, ESQ.
County of Charlotte, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT

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 provisions of said act relative to keeping open said office.

By David K. Oaks
Resident Agent

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TALLAHASSEE FLORIDA