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**G M MIOLO USA, INC.  
C/O LEONARDO LAINEZ & ASSOCIATED, P.A.  
515 SOUTH WEST 97<sup>TH</sup> COURT  
MIAMI, FLORIDA 33174**

December 29, 2003

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

In Re: Incorporation of G M MIOLO USA, INC.

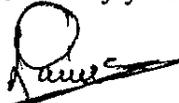
To Whom It May Concern,

Enclosed please find the articles of Incorporation for the aforementioned corporation together with the Registered Agent Certificate and filing fees. Please file same and return the original recorded Articles and corresponding certificate to the following address:

**G M MIOLO USA, INC.  
C/O Leonardo Lainez & Associated, P.A.  
515 South West 97<sup>th</sup> Court  
Miami, Florida 33174**

If you should have any questions, please do not hesitate to contact us at (305) 223-2670 or the above styled address.

Sincerely yours,

  
\_\_\_\_\_  
Leonardo Lainez

**ARTICLES OF INCORPORATION**

**OF**

**G M MIOLO USA, INC.**

The name of this corporation is:

**G M MIOLO USA, INC.**

**ARTICLE ONE**  
**DURATION**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

**ARTICLE TWO**  
**NATURE OF BUSINESS**

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/ or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following business and/or activities:

- 1.- To engage in the business of importing and exporting, wholesale, and retail of wine, including but not limited to other similar products and all other type of products, commodities, goods, materials and supplies under the respective laws of the corresponding jurisdiction.
- 2.- To engage in the business of importing and exporting, wholesale, and retail of general merchandises, including but not limited to all brands, makes and manufactures.
- 3.- To engage in the retail and/or wholesale business in durable and non-durable products.

**ARTICLE THREE**  
**CAPITAL STOCK**

This corporation is authorized to issue shares of stock as follows:

A.) Designation. The stock of this corporation shall be known as Common Stock.

Prepared By: Leonardo Lainez, P.A. 515 SW 97<sup>TH</sup> Court, Miami, Fl 33174 (305) 223-2670

B.) Authorized. The maximum number of shares of Common Stock that this corporation May issue is: 1000 (One thousand) shares at \$1 (one dollar) each.

C.) Par Value. Each share of Common Stock shall have no par value.

D.) Consideration. Shares of Common stock may be issued in exchange for cash, real Property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E.) Non-accessibility. Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the part value thereof, and shall be fully paid and non-assessable.

F.) Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G.) Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H.) Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

**ARTICLE FOUR**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office of this corporation is 1125 N. Federal Hwy, Fort Lauderdale-Florida 33304, and the name of the Initial registered Agent of this corporation at that address is Marcos A. Rodrigues.

**ARTICLE FIVE**

The incorporator for G M MIOLO USA, INC., a Florida Corporation, is Marcos A. Rodrigues whose address is 20419 NE 10<sup>th</sup> Court, North Miami-Florida 33179. The permanent address of business is 1125 N. Federal Hwy, Fort Lauderdale-Florida 33304. The street address for the corporation is 1125 N. Federal Hwy, Fort Lauderdale-Florida 33304.

**ARTICLE SIX**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have initially two directors. The number of Directors may be either increased or decreased from time to time by-laws but shall never be less than one Director. The name(s) and address (es) of the initial Director(s) of this corporation is (are):

PRESIDENT  
VICE-PRESIDENT

Marcos A. Rodrigues  
Gelson Luiz Da Silva

Located at 1125 N. Federal Hwy, Fort Lauderdale-Florida 33304.

**ARTICLE SEVEN**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any by-law adopted by shareholders if the shareholders specifically provide such by-law not subject to amendment or repeal by the directors.

**ARTICLE EIGHT**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE NINE**  
**SHAREHOLDER QUORUM AND VOTING**

Fifty-One per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE TEN**  
**APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

**ARTICLE ELEVEN**  
**DIRECTOR QUORUM AND VOTING**

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present, or if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

**ARTICLE TWELVE**  
**INDEMNIFICATION**

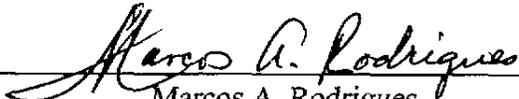
The corporation shall indemnify and officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE THIRTEEN**  
**AMENDMENT**

This corporation reserves the right to amend or repeal nay provisions contained in these articles of incorporation of any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29<sup>th</sup> day of December, of the year 2003.

Subscriber:  
Address:

  
\_\_\_\_\_  
Marcos A. Rodrigues  
1125 N. Federal Hwy, Fort Lauderdale-Florida 33304

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

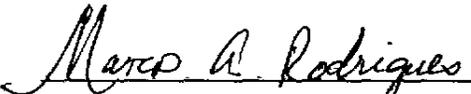
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PURSUANT TO THE FLORIDA STATUTES, the following is submitted in compliance with said Statutes:

FIRST—That G M MIOLO USA, INC. qualified to do business under the laws of the State of Florida with its principal office at 1125 N. Federal Hwy, Fort Lauderdale-Florida 33304, and has appointed Marcos A. Rodrigues, residing at 20419 NE 10<sup>th</sup> Court, North Miami-Florida 33179, as its agent to accept Service of Process within this State.

Designated Agent (must sign ACKNOWLEDGMENT)

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provision of said Statues relative to keeping open said office.

By:   
Marcos A. Rodrigues  
Registered Agent

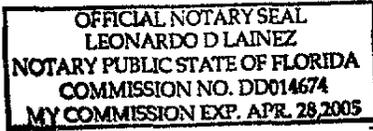
STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI – DADE )

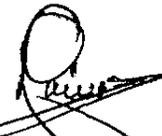
**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State of Florida County of Miami – Dade, personally appeared:

**MARCOS A. RODRIGUES**, and known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

**IN WITNESS WHEREOF**, I have affixed my official seal, in the State and County aforesaid, this 29<sup>th</sup> of December, of the year two thousand three (2003).

My commission expires: April 28<sup>th</sup>, 2005



  
\_\_\_\_\_  
Notary: State of Florida