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Division of Corporations

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ADR USA ONLINE CORP.

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ARTICLES OF INCORPORATION

OF

ADR USA ONLINE CORP.

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

ADR USA ONLINE CORP.

ARTICLE II - PURPOSE

A.- To carry on and engage in the business of developing, manufacturing, distributing, exporting, marketing and selling all type of products, domestically and abroad.

B.- To carry on and engage Consulting, Advertising, Publishing and Internet Services domestically and abroad in any business activity, To supply of software and advising in computer science matter, the electronic data processing, the services of data transmission and the advising for the installation of electronic processors. Moreover it will be able to exercise the activity of administrative, managerial, technical advising and financial institution, and also market studies and opinion surveys. It will be able to carry out studies of advertising promotion, public relations, services of search and selection of the staff and to organize conventions.

C.- This company may buy shares of stock of any foreign and/or national companies throughout the world, and all types of investments in any business activity.

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F.- To carry on and engage in any business or activity which may be authorized and permitted by virtue of laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: 10,000,000.- (TEN MILLION) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

7350 N.W. 7 ST. Suite 104
Miami, Florida 33126

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be PAUL CHEHADE, and the Registered Office shall be located at: 7350 N.W. 7 ST. Suite 104, Miami, Florida 33126 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice

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being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME	OFFICE	ADDRESS
PAUL CHEHADE	President	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
RICCARDO RIMOLDI	Vice-President	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
FABRIZIO SIGNORELLI	Secretary	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
FURIO FERRI	Treasurer	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) people.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or people who shall serve as the Initial Director or Board of Director until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

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NAME		ADDRESS
PAUL CHEHADE	President	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
RICCARDO RIMOLDI	Vice-President	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
FABRIZIO SIGNORELLI	Secretary	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
FURIO FERRI	Treasurer	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the Incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

NAME	ADDRESS
PAUL CHEHADE	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
RICCARDO RIMOLDI	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
FABRIZIO SIGNORELLI	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
FURIO FERRI	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be Entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the local voting power for the election of Directors of the Corporation shall be vested solely and

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exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, This 3rd day of May, 2004.


PAUL CHEHADE

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of ADR USA ONLINE CORP., and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 7350 N.W. 7 ST. Suite 104, Miami, Florida 33126


PAUL CHEHADE

Witnesses:

  
RICCARDO RIMOLDI FABRIZIO SIGNORELLI FURIO FERRI

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