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STATE
TALLAHASSEE FLORIDA

2004 OCT 29 AM 10:59

FLORIDA PROFIT CORPORATION OR P.A.

TOMADINI 1843 USA CORPORATION

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ARTICLES OF INCORPORATION

OF

TOMADINI 1843 USA CORPORATION

2004 OCT 29 AM 10:59
TALLAHASSEE STATE
FLORIDA

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:

TOMADINI 1843 USA CORPORATION

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is:

To carry on and engage in services and activities associated with decision-making in the public and private sector.

To carry on and engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description.

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

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To carry on and engage in the business of acquiring, leasing, purchasing, developing, managing and selling and/or construction, remodeling, buy/sell, import of durable and non-durable goods machinery, real estates, including and all act necessary and/or related thereto. Metal fabrications, metal designs, stones designs, construction, remodeling, buy/sell, import and/or export of durable and non-durable goods, machinery, real estate, marble, tiles including any and all acts necessary and/or related thereto.

To carry on and engage in the business of maintenance and consulting services for buildings, structures, residences, offices and properties including the management of entities and personnel providing such services, together with any and all acts necessary and/or related to the operation of said business.

This company may purchase the corporate assets of any other corporation, buy shares of stock of any foreign and/or national companies throughout the world, and all types of investments in any business activity.

To conduct said business in, have one or more offices in, and buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and executed such mortgages and transfers of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation, and wile owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock

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: 100,000.- (ONE HUNDRED THOUSAND) shares of common stock, having no par value.

Further upon Motion duly made, seconded and carried, it was resolved and agreed that all stock in and to the Corporation shall be duly assigned in parts to:

NAME		ADDRESS
SIRO RONCADIN	25.000 shares	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
JAIR ALMEIDA	25.000 shares	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
SONIA CHEHADE	25.000 shares	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
LUIS CAMPISI	25.000 shares	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126

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 - MAILING ADDRESS

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The mailing address of the Corporation shall be:

P.O. Box 010270
Miami, Florida 33101 - 0270

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Sonia 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 being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE IX - 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
SIRO RONCADIN	President	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
JAIR ALMEIDA	Vice-President	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
SONIA CHEHADE	Secretary	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
LUIS CAMPISI	Treasury	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126

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ARTICLE X - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (10) people.

ARTICLE XI - 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 successor are elected and are qualified, shall be as follows:

NAME	ADDRESS
SIRO RONCADIN	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
JAIR ALMEIDA	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
SONIA CHEHADE	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126
LUIS CAMPISI	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126

ARTICLE XII - INCORPORATOR OR INCORPORATORS

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

NAME	ADDRESS
SIRO RONCADIN	7350 N.W. 7 ST. Suite 104 Miami, Florida 33126

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JAIR ALMEIDA

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

SONIA CHEHADE

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

LUIS CAMPISI

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

ARTICLE XIII – 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 XIV – 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 exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XV – 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.

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ARTICLE XVI – PROXI WITH SPECIAL POWERS

The general meeting designates, to unanimity, a proxy with special powers for Mr. Siro Roncadin and/or Mr. Jair Almeida and/or Sonia Chehade and/or Luis Campisi are appointed special proxy for all countries. The special proxy will engage the corporation; special powers are attributed to them to represent the corporation with the facilities mentioned below:

- a) To collect credits of the corporation, release receipts and cancellations,
- b) To manage the offices of the corporation, check book-keeping, manage social correspondence, the nomination and remove domestic staff of the corporation and to direct of work typical of social purposes to the corporation.
- c) To represent the corporation fully at all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general powers,
- d) To represent the corporation in all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general and special power received from warrant,
- e) To represent warrant the company in any type of administrative and jurisdictional authority concerning work, with the possibility to bring to an end, appear promptly in situation with these proceedings, and act according to the same purpose, lodging appeal of nullity and any other action or exception which could be imminent over the corporation. At the same time he will be authorized to intervene at request, to contest plans who are favorable to the corporation and, in a general manner, accomplish any action and/or claim foreseen by laws for defense of proper social interests,
- f) Administer all properties belonging to the corporation, or in any forms of negotiation indicated, such as rent, for this he is authorized by the rules in force. To withdraw the sums indicated, to subscribe all private contracts, necessary to form any act realized on the way of exercising faculties that for this give origin to these powers, companies/corporations throughout the world,
- g) They are authorized to mention and/or revoke representatives around the world, of country and/or state, and to confer and/or revoke to each of the representatives their specific powers,

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h) They have the possibility of opening and closing offices, designating a local administrator to which will be granted powers pertaining to each state or country, special proxy has the ability to remove and/or revoke nominations and/or granted power.

ARTICLE XVII - SPECIAL POWER

The general meeting designates, to unanimity, a proxy with special powers for signing bank's checks.

At the event a check exceeded the amount of US\$ 2,500.00 (two thousand five hundred dollars and 00/100) will required two signatures, there for lesser amount will only required one signature.

The persons who can sign checks are:

Jair Almeida with Siro Roncadin and/or Luis Campisi

ARTICLE XVIII - MANDATORY

It was further agreed by and between all Officers and Directors of this corporation, all of which who have signed this resolution as indicated below, that the voting structure for this corporation shall be such as to require seventy (70%) percent vote of all shareholders in order to pass any resolution with the exception of those necessary for the day to day operation of the Corporation. As such, any resolution will require the consent of Mr. Siro Roncadin and Mr. Jair Almeida and Sonia Chehade and Luis Campisi

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, This 28th day of October , 2004.


SONIA CHEHADE

Witness


SIRO RONCADIN


JAIR ALMEIDA


LUIS CAMPISI

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CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of TOMADINI 1843 USA CORPORATION, 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


SONIA CHEHADE

Witness

  
SIRO RONCADIN JAIR ALMEIDA LUIS CAMPISI

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ALLAH ASSOCIATES
STATE OF FLORIDA