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CITY OF LOS ANGELES  
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ARTICLES OF INCORPORATION  
OF  
VERA MORELLI ENTERPRISES, INC.

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WE, the undersigned, hereby associate ourselves together for the purpose of organizing a corporation under the Laws of the State of Florida, providing for the formation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge, and file with the Secretary of State for the State of Florida, this Certificate of Incorporation, and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this corporation shall be:

VERA MORELLI ENTERPRISES, INC.

ARTICLE II

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

(a) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock of this corporation shall be composed of One Hundred (100) shares of \$1. par value, payable in lawful money of the United States of America, or in property, labor or services, at a just valuation to be fixed by the directors of the corporation at the organization meeting had after the granting of the Charter herein

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applied for. The capital stock shall be sold, assigned, issued and transferred only in accordance with such By-Laws as the corporation may, from time to time, make, change or alter and shall be fully paid for at the time of issue, and non-assessable.

#### ARTICLE IV

##### Amount of Capital Stock Paid In

The amount of capital stock with which the corporation shall begin business shall not be less than the sum of ONE HUNDRED (\$100.00) DOLLARS.

#### ARTICLE V

##### Term of Existence

The term of existence of this corporation shall be perpetual.

#### ARTICLE VI

The principal office and place of business of this corporation shall be 2385 SW 27<sup>th</sup> Lane, Miami, Florida 33133 establishing other offices and places of business throughout the State of Florida and in any of the several states, territories, possessions and dependencies of the United States of America, the District of Columbia and in foreign countries, as may be designated by vote of the stockholders.

The registered office of Vera Morelli, shall be 2385 SW 27<sup>th</sup> Lane, Miami Florida 33133, and the registered agent is Vera Morelli, whose address is above mentioned.

#### ARTICLE VII

The number of directors of the corporation shall not be less than one (1) nor more than ten (10).

### ARTICLE VIII

The name and post office address of the director who, subject to the by-laws, shall hold office until his successor is elected and has qualified, is as follows:

Vera Morelli  
2385 SW 27<sup>th</sup> Lane  
Miami, Florida 33133

### ARTICLE IX

#### Name and Post Office Address of Subscribers

The name and post office address of each subscriber of this Certificate of Incorporation, and the number of shares of stock each agrees to take, are as follows:

VERA MORELLI 50 SHARES - \$50.00

KEVAN K. WARD 50 SHARES - \$50.00  
2385 SW 27<sup>th</sup> Lane  
Miami, Florida 33133

### ARTICLE X

The following named persons shall be the officers of this corporation for the first year of its existence or until their successors are elected and have qualified:

VERA MORELLI PRESIDENT

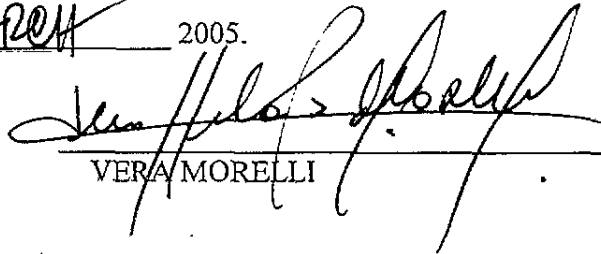
KEVAN K. WARD VICE PRESIDENT

### ARTICLE XI

The business of this corporation shall be conducted by its Board of Directors, the member of which shall be chosen at the annual meeting of the stockholders, and the following officers to-wit: a President, Secretary, Treasurer, together with such other officers agents and/or factors as may be deemed necessary. Any and all of such officers

may or may not be stockholders, and each shall hold office until his successor is chosen and duly qualified. All officers, agents and/or factors may or may not be directors of the corporation, except for the President, who must be a director. Any person may hold two offices provided, however, that the President shall not also be the Secretary or Assistance Secretary of this corporation.

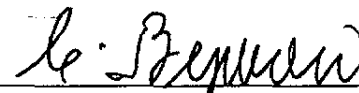
IN WITNESS WHEREOF, I have made, subscribed and acknowledged this  
Certificate this 24 day of MARCH 2005.


  
VERA MORELLI

STATE OF FLORIDA )  
                                  ) SS  
COUNTY OF DADE )

ON THIS DAY, personally appeared before me, a Notary Public of the State of Florida at Large, VERA MORELLI, to me well known and by me known to be the person described in and who signed the foregoing Certificate of Incorporation, and they severally acknowledged to and before me that they signed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida this 24TH day  
of MARCH 2005.

  
NOTARY PUBLIC  
State of Florida at Large

 Carmen Bejarano  
My Commission DD100914  
Expires May 04, 2006

My commission expires:  
5-4-06

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT VERA MORELLI ENTERPRISES, INC.  
(NAME OF CORPORATION)

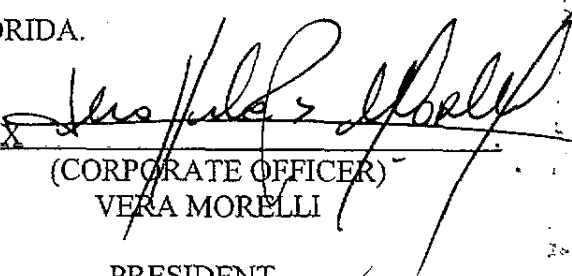
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI,  
(CITY)

STATE OF FLORIDA, HAS NAMED VERA MORELLI  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 2385 SW 27<sup>th</sup> Lane, Miami, Florida 33133  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE   
(CORPORATE OFFICER)  
VERA MORELLI

TITLE PRESIDENT

DATE X 3-24-05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, : HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE X   
(RESIDENT AGENT)  
VERA MORELLI

DATE X 3-24-05

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