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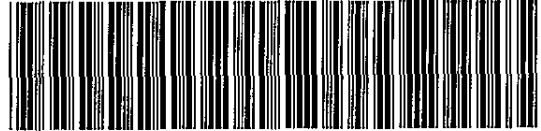
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DIVISION OF CORPORATIONS  
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11/21/05

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rizzi Asset Management

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TALLAHASSEE FLORIDA

- ☒ Art of Inc. File\_\_\_\_\_
- ☐ LTD Partnership File\_\_\_\_\_
- ☐ Foreign Corp. File\_\_\_\_\_
- ☐ L.C. File\_\_\_\_\_
- ☐ Fictitious Name File\_\_\_\_\_
- ☐ Trade/Service Mark\_\_\_\_\_
- ☐ Merger File\_\_\_\_\_
- ☐ Art. of Amend. File\_\_\_\_\_
- ☐ RA Resignation\_\_\_\_\_
- ☐ Dissolution / Withdrawal\_\_\_\_\_
- ☒ Annual Report / Reinstatement\_\_\_\_\_
- ☒ Cert. Copy\_\_\_\_\_
- ☐ Photo Copy\_\_\_\_\_
- ☐ Certificate of Good Standing\_\_\_\_\_
- ☐ Certificate of Status\_\_\_\_\_
- ☐ Certificate of Fictitious Name\_\_\_\_\_
- ☐ Corp Record Search\_\_\_\_\_
- ☐ Officer Search\_\_\_\_\_
- ☐ Fictitious Search\_\_\_\_\_
- ☐ Fictitious Owner Search\_\_\_\_\_
- ☐ Vehicle Search\_\_\_\_\_
- ☐ Driving Record\_\_\_\_\_
- ☐ UCC 1 or 3 File\_\_\_\_\_
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Signature

Requested by:

Name

Date

Time

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ARTICLES OF INCORPORATION  
OF  
RIZZI ASSET MANAGEMENT, INC.

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ARTICLE I  
NAME AND ADDRESS

The name of this corporation is RIZZI ASSET MANAGEMENT, INC. and its principal address is 936 Barcarmil Way, Naples, Florida 34110 and its mailing address is the same.

ARTICLE II  
DURATION

This corporation shall exist perpetually commencing on the date of filing of these Articles of Incorporation.

ARTICLE III  
PURPOSE

This corporation is organized to engage in the business of asset management and for all other purposes allowed a Florida corporation.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, and the name of the initial registered agent of this corporation at that address is Craig D. Blume, Esq., 800 Harbour Drive, Suite 5, Naples, Florida 34103.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Gabriel T.A. Rizzi	936 Barcarmil Way, Naples, Florida 34110
Terese Rizzi	936 Barcarmil Way, Naples, Florida 34110

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Gabriel T.A. Rizzi, 936 Barcarmil Way, Naples, Florida 34110.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### SHAREHOLDER QUORUM

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

## ARTICLE X

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## ARTICLE XI

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

## ARTICLE XII

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

ARTICLE XIV

PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation shall have the preemptive right to purchase his pro rata share of all stock that he owned before the issuance or sale (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17 day of November, 2005.

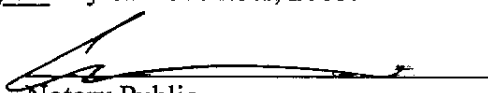
 L.S.  
Gabriel T.A. Rizzi, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Gabriel T.A. Rizzi personally known to me and who executed these Articles of Incorporation, and she acknowledged before me that as her free act she executed these Articles of Incorporation and did take an oath.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of November, 2005.

NOTARY PUBLIC-STATE OF FLORIDA  
 Craig D. Blume  
Commission # DD415758  
Expires: MAY 22, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

  
Notary Public  
My Commission Expires:

I, Craig D. Blume, Esq., agree to serve as resident agent and accept service for RIZZI ASSET MANAGEMENT, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 17 day of November, 2005.

  
\_\_\_\_\_  
Craig D. Blume, Esq.

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