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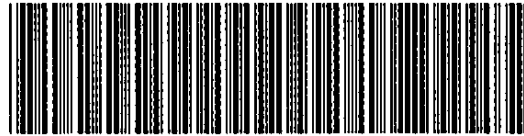
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CO. 10-30

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: PIGNA AMERICA, INC.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: KATIA A. GASPERINA MONTIN C/O PIERO SALUSSOLIA CORPORATE MANAGEMENT, INC  
Name (Printed or typed)

1548 BRICKELL AVENUE  
Address

MIAMI, FLORIDA 33129  
City, State & Zip

(305) 373 - 7016  
Daytime Telephone number

OUR check # 1701 IN THE AMOUNT OF \$ 87.50 ENCLOSED

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
PIGNA AMERICA, INC.**

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**06 OCT 27 PM 1:38**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**  
**NAME**

The name of this Corporation is **PIGNA AMERICA, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is: **2575 COLLINS AVENUE SUITE C-10, Miami Beach, Florida 33140 US**

**ARTICLE III**  
**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue one thousand (1,000) shares of ten cent (\$0.10) par value common stock, which shall be designated "Common Shares."

**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) directors. 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 name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Giorgio Paglia	2575 Collins Avenue, C-10 Miami Beach, FL. 33140
Fabrizio Conforti	5885 Pinetree Drive Miami Beach, FL 33140
Carillo Pigna	5835 Pinetree Drive Miami Beach, FL 33140

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: **1548 BRICKELL AVENUE, MIAMI, FLORIDA 33129** and the name of the initial registered agent of this Corporation at that address is **PIERO SALUSSOLIA CORPORATE MANAGEMENT, INC.**

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

Katia A. Gasperina Montin  
1548 Brickell Avenue  
Miami, Florida 33129

**ARTICLE VIII**  
**PURPOSE OF THE CORPORATION**

The purpose of this Corporation is be the successor in interest of the Company also named "Pigna America, Inc" with document number P97000051211, Federal Employer Identification Number 650764110, which Articles of Dissolution were filed by mistake with effective date February 2, 2006 (the "Company"). The Corporation shall maintain the same officers and directors of the Company, shall maintain in full force and effect all of the resolutions voted by the officers and shareholders of the Company and shall assume all of the obligations and agreements entered into by the Company as if the Company had never been dissolved .

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

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

**ARTICLE X**  
**VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

**ARTICLE XI**  
**DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**ARTICLE XII**  
**CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

**ARTICLE XIII**  
**DIRECTOR QUORUM AND VOTING**

No less than 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 XIV**  
**AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

**ARTICLE XV**  
**INDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE XVI**  
**POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

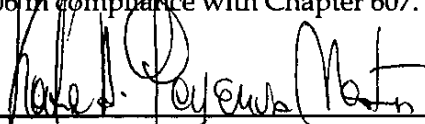
**ARTICLE XVII**  
**TERM OF EXISTENCE**

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 the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE XVIII**  
**EFFECTIVE DATE**

The effective date of this Articles of Incorporation shall be October 20, 2006.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 20<sup>th</sup> day of October, 2006 in compliance with Chapter 607.

  
\_\_\_\_\_  
Katia A. Gasperina Montin, Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the Corporation is: **PIGNA AMERICA, INC.**
  
2. The name and address of the registered agent is as follows:  
**PIERO SALUSSOLIA CORPORATE MANAGEMENT, INC.**  
**1548 Brickell Avenue, Miami, Florida 33129**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

PIERO SALUSSOLIA CORPORATE  
MANAGEMENT, INC.

October 20<sup>th</sup>, 2006

By:  Piero Salussolia, President

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