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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**VENTURA GROUP CORP.**

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March 28, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

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# **ARTICLES OF INCORPORATION OF**

**VENTURA INTERNATIONAL GROUP CORP.**

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**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:**

**VENTURA INTERNATIONAL GROUP CORP.**

## **ARTICLE II - PURPOSE**

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

**To carry on and engaged in services and activities associated with decisions making in the public and private sector.**

**To carry on and engaged in any other lawful business, to purchase, or otherwise acquire, financing, consulting, 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, representation, 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.

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.

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: 1,000,000.- (ONE 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:

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1314 Coral Way  
Miami , Florida 33145

**ARTICLE VII – MAILING ADDRESS**

The mailing address of the Corporation shall be:

1314 Coral Way  
Miami , Florida 33145

**ARTICLE VIII – REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be Luigi Ventura, and the Registered Office shall be located at: 1314 Coral Way, Miami Florida 33145 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
Luigi Ventura	President	1314 Coral Way Miami, Florida 33145

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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 ten (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	OFFICE	ADDRESS
Luigi Ventura	President	1314 Coral Way Miami, Florida 33145

**ARTICLE XII – INCORPORATOR OR INCORPORATORS**

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

NAME	OFFICE	ADDRESS
Luigi Ventura	President	1314 Coral Way Miami, Florida 33145

**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.

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#### **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.

#### **ARTICLE XVI – PROXI WITH SPECIAL POWERS**

The general meeting designates, to unanimity, a proxy with special powers for Mr. Luigi Ventura is appointed special proxy to Constitute and/or Open and/or Buy Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation. Opening and/or buy shares of stock of Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation, and to open representation offices and/or banking account around the world.

The general meeting designates, to unanimity, a proxy with special powers for Mr. Luigi Ventura is appointed special proxy for all countries listed below. The special proxy will engage the corporation with his signature; special powers are attributed to him 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

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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) He is 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,

h) He is 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, This 26<sup>th</sup> day of March, 2008.

  
Luigi Ventura



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**CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
VENTURA INTERNATIONAL GROUP CORP. and agree to serve as its Registered Agent,  
to accept service of process within the State as its Registered Office  
located at: 1314 Coral Way, Miami, Florida 33145

  
Luigi Ventura

SWORN to and SUBSCRIBED before me this 26<sup>th</sup> day of March, 2008.

  
Notary Public, State of Florida at Large  
My Commission Expires: 12/02/08

