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08 MAY -8 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Mark S. Matthews**

*Attorney at Law*

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Mallory L. Johnson  
Of Counsel

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Stuart, Florida 34995  
Telephone (772) 287-1000  
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May 6, 2008

Division of Corporations  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of *VITERBO, INC.*

Dear Sir or Madam:

Enclosed please find Articles of Incorporation of *Viterbo, Inc.* to be filed with the State of Florida for the purpose of forming a for profit corporation.

Enclosed is our firm check in the amount of \$78.75, which represents the filing fee for above referenced corporation.

If you have any questions or comments, please call my office.

Very truly yours,



Mark S. Matthews

MSM/vm  
Enclosures (as stated)

# ARTICLES OF INCORPORATION

OF

*VITERBO, INC.*

FILED  
08 JUN -8 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming incorporated and forming a corporation under and by virtue of the laws of the State of Florida, certify as follows:

## ARTICLE I.

The name of this corporation shall be:

*VITERBO, INC.*  
101 Willowlake Trail  
Stuart, Florida 34997

## ARTICLE II.

The general nature of the business to be transacted under these Articles of Incorporation shall be: To carry on any business or to engage in any activity which is permitted under the laws of the United States and of the State of Florida.

## ARTICLE III.

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be 100 shares of common stock of a value of \$1.00 per share, each to be exempt from assessment.

## ARTICLE IV.

The amount of capital with which the corporation shall begin business shall be \$100.00.

## **ARTICLE V.**

The street address of the initial registered office shall be 101 Willowlake Trail, Stuart, Florida and the name of the corporation's registered agent at such address shall be *Enrico Vittori*, 101 Willowlake Trail, Stuart, Florida 34997. The Board of Directors shall have the power to establish offices and the places of business at any place it may deem necessary or convenient. This corporation shall have perpetual existence.

## **ARTICLE VI.**

The business of this corporation shall be managed by a Board of Directors of not less than one director nor more than seven, all of whom shall be of full age. At least one shall be a citizen of the United States.

## **ARTICLE VII.**

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, and also who are the subscribers of these Articles are as follows:

*Mr. Enrico Vittori*  
*Mrs. Noreen Vittori*  
101 Willowlake Trail  
Stuart, Florida 34997


## **ARTICLE VIII.**

The officers of this corporation shall consist of a President, Vice President, secretary and Treasurer. The officers shall be elected by the Board of Directors. The Board of Directors meeting shall be held in the offices of the corporation at Stuart,

Florida, on the 6<sup>th</sup> day of May, 2008, at 10:00 a.m., for the purposes of completing the organization of the corporation and adopting By-laws and transacting all business which may come before the meeting. Until the officers elected at the first annual meeting shall be qualified, the following named persons shall be officers of the corporation:

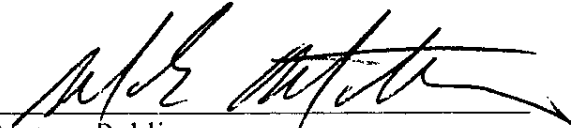
<i>Noreen Vittori</i>	President
<i>Enrico Vittori</i>	Vice President
<i>Enrico Vittori</i>	Secretary
<i>Noreen Vittori</i>	Treasurer

  
\_\_\_\_\_  
NOREEN VITTORI  
President

  
\_\_\_\_\_  
ENRICO VITTORI  
Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 6<sup>th</sup> day of May, 2008, by *Noreen Vittori* and *Enrico Vittori*, who are personally known to me or have produced their Florida Drivers License as identification.

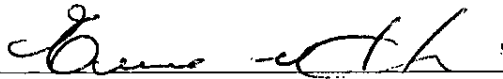
  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

First – that *VITERBO, INC.*, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Stuart, County of Martin, State of Florida, has named *ENRICO VITTORI*, located at 101 Willowlake Trail, Stuart, Florida, County of Martin, State of Florida, as its agent to accept service of process within this state.

**Acknowledgment:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
ENRICO VITTORI  
Registered Agent

**MINUTES OF THE FIRST MEETING OF THE**  
**INCORPORATORS & STOCKHOLDERS OF**  
**VITERBO. INC.**

The first meeting of the incorporators of *VITERBO, INC.*, a Florida corporation, and the stockholders and subscribers to its capital stock held in the offices of the corporation in Stuart, Florida on May 6<sup>th</sup>, 2008, at 10:00 a.m., as provided in the Certificate of Incorporation.

The meeting was called to order and upon motion duly made and carried, Noreen Vittori was elected President/Chairman and Enrico Vittori was elected Secretary of the meeting.

Whereupon the subscription list was exhibited and read and on the call of names of the subscribing stockholders by the Secretary the following were found to be present:

NOREEN VITTORI

ENRICO VITTORI

The Chairman thereupon declared that 100 shares of common stock, constitution all outstanding stock of said corporation, was represented and that the meeting was ready to proceed with the transaction of business for which it was called.

The Certificate of Incorporation was then exhibited and upon motion duly made and carried, the Certificate was accepted and ordered placed in the appropriate place in the corporate minute book.

On motion duly made and carried, the stockholders proceeded to elect directors of the corporation, and the following named persons each having received votes representing

a majority of the number of shares of stock represented at such meeting were declared directors of the corporation to serve for one year or until their successors should be duly elected and qualified:

NOREEN VITTORI

ENRICO VITTORI

The Secretary presented and read the Waiver of Notice of the meeting which was ordered spread upon the minutes.

WITNESSED our hands and seals this 6<sup>th</sup> day of May, 2008.

  
NOREEN VITTORI, Pres., Chairman

  
ENRICO VITTORI, Secretary

FILED  
08 MAY -8 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA