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FLORIDA PROFIT/NON PROFIT CORPORATION

COGI USA, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**COGI USA, INC.**

**Article I**

**Name**

The name of this corporation is COGI USA, INC.

**Article II**

**Principal Office Address**

The principal office and mailing address of the Corporation is located at: 150 S.E. 2<sup>nd</sup> Avenue, Suite 1010, Miami, FL 33131.

**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**

**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.

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**H08000149031****Article V**  
**Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock with \$0.10 par value.

**Article VI**  
**Pre-Emptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 150 S.E. 2<sup>nd</sup> Avenue, Suite 1010, Miami, FL 33131, and the name of the initial registered agent of this corporation at that office is Stefania Bologna.

**Article VIII**  
**Incorporator**

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

|                  |                                 |
|------------------|---------------------------------|
| Stefania Bologna | 150 S.E. 2 <sup>nd</sup> Avenue |
|                  | Suite 1010                      |
|                  | Miami, FL 33131                 |

**Article IX**  
**Initial Board of Directors**

This corporation shall have at least one director 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 name and address of the initial director of this corporation is:

|                 |                                |
|-----------------|--------------------------------|
| Name:           | Address:                       |
| Giorgio Colombo | Via Battaglia del Don, 4       |
|                 | Busto Garolfo (MI) Italy 20020 |

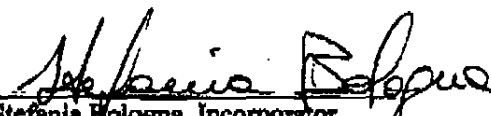
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**Article X**  
**Indemnification**

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of June, 2008.

  
Stefania Bologna, Incorporator

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

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

1. The name of the Corporation is: COGI USA, INC.
2. The name and address of the registered agent and office is:

Stefania Bologna, Esq.  
150 S.E. 2<sup>nd</sup> Avenue, Suite 1010  
Miami, FL 33131

The undersigned, Stefania Bologna, Registered Agent, hereby accepts the designation of themselves as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
Stefania Bologna, Registered Agent

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