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June 5, 2008

CARLOS R. ROSSI
8390 SW 72 AVENUE #807
MIAMI, FL 33143

SUBJECT: ROSSI GROUP HOLDINGS INC.
Ref. Number: W08000027588

We have received your document for ROSSI GROUP HOLDINGS INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 908A00035056

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**Articles of Incorporation
ROSSI GROUP HOLDINGS, INC.**

The undersigned, acting as the Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

Article I Name. The name of this Corporation is Rossi Group Holdings Inc.

Article II Address. The principal place of business and mailing address of the Corporation is as follows:

8390 S. W. 72 Ave Apt. 807
Miami, Fl 33143

Article III Purpose. The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

Article IV Capital Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Stock that the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, all with a par value of one cent (\$0.01) per share. The Common Stock shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution. The Board of Directors is authorized to provide for the issuance of Preferred Stock in series and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each series and the preferences, limitations and relative rights of each series.

Article V Registered Agent. The name and address of the initial Registered Agent are as follows:

Carlos R. Rossi
8390 S. W. 72 Ave #807
Miami, Fl 33143

Article VI Incorporator. The name and address of the Incorporator are as follows:

Carlos R. Rossi, C.E.O.
8390 S. W. 72 Ave, #807
Miami, Fl 33143

Yolanda M. Jordana, C.O.O.
8390 S. W. 72 Ave, #807
Miami, FL 33143

Article VII Duration. The period of duration of this Corporation is perpetual.

Article VIII Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

Article IX Indemnification. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

Article X Informal Action of Directors. If all Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article XI Amendment of Articles. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of May 2008.



Carlos R. Rossi, Registered Agent

My name is Carlos R. Rossi and I am to serve as Resident Agent for the Florida Corporation known as Rossi Group Holdings Inc. I declare that I will serve the corporation as Resident Agent and will not engage in any behavior contrary to the bylaws of said Corporation or the Laws of the State of Florida. That I will faithfully server Rossi Group Holdings Inc. as Resident Agent.

Carlos R Rossi

Carlos R. Rossi

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