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FLORIDA PROFIT/NON PROFIT CORPORATION

Fratelli USA Corp.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
FRATELLI USA CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I -Name

The name of this corporation is Fratelli USA Corp.

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III- Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is  
7300 N.W. 19<sup>th</sup> St., Suite 101 Miami, FL 33126-1222 and the name of the initial  
registered agent of this corporation at that address is Manuel R. del Valle.

ARTICLE VI - Initial Board of Directors

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Francisco Di Benedetto  
Calle 12, Quinta Fraluifra  
Caracas, Venezuela

Tont Di Benedetto  
Calle 12, Quinta Ancora  
Caracas, Venezuela

Aldo Di Benedetto  
Calle 4, Quinta Maryzai  
Caracas, Venezuela

Alessandro Di Benedetto  
Calle Paseo, Piso 3, Apto.C-31  
Caracas, Venezuela

All of the said directors are of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: Francisco Di Benedetto  
Calle 12, Quinta Fraluifra  
Caracas, Venezuela

VICE PRESIDENT: Tont Di Benedetto  
Calle 12, Quinta Ancora  
Caracas, Venezuela

TREASURER: Alessandro Di Benedetto  
Calle Paseo, Piso 3, Apto.C-31  
Caracas, Venezuela

SECRETARY: Aldo Di Benedetto  
Calle 4, Quinta Maryzai  
Caracas, Venezuela

ARTICLE VIII- Incorporator

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

Manuel R. del Valle  
7300 N.W. 19<sup>th</sup> St., Suite 101  
Miami, FL 33126-1222

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
Francisco Di Benedetto	Calle 12, Quinta Fraluifra Caracas, Venezuela	250 Shares \$250.00
Tont Di Benedetto	Calle 12, Quinta Ancora Caracas, Venezuela	250 Shares \$250.00
Alessandro Di Benedetto	Calle Paseo, Piso 3, Apto. C-31 Caracas, Venezuela	250 Shares \$250.00
Aldo Di Benedetto	Calle 4, Quinta Maryzai Caracas, Venezuela	250 Shares \$250.00

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

7300 N.W. 19<sup>th</sup> St., Suite 101  
Miami, FL 33126-1222

ARTICLE XIII - Register Agent Acceptance

Having been named as registered agent and to accept service of 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 status 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of September, 2008.

  
INCORPORATOR

  
REGISTERED AGENT