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FLORIDA PROFIT/NON PROFIT CORPORATION

carel capital, inc.

Certificate of Status	0
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SECRETARY OF STATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Carel Capital, Inc.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.
NAME**

The name of this corporation is Carel Capital, Inc. (the "Corporation"). The mailing address of the Corporation is c/o Alfredo D. Xiques, 2950 SW 27th Avenue, Suite 300, Miami, Florida 33133.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be June 3, 2009, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.
CAPITALIZATION**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

Alfredo Xiques
Fla. Bar No.: 0599581
Suite 300
2950 SW 27th Avenue
Miami, Florida 33133

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**V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Alfredo D. Xiques, Suite 300, 2950 SW 27th Avenue, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Alfredo D. Xiques, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**VI.
INITIAL OFFICERS**

The number of officers of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as the initial officers:

<u>Name</u>	<u>Position</u>
Carlo Tremolada	President
Elena Colombani	Vice-President

**VII.
INCORPORATOR**

The incorporator is Alfredo Xiques and his address is Suite 300, 2950 SW 27th Avenue, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on June 3, 2009



Alfredo Xiques, Incorporator

Audit Number: _____

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Audit Number: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Carel Capital, Inc.
2. The name and address of the registered agent and the registered office is: Alfredo D. Xiques, Suite 300, 2950 SW 27th Avenue, Miami, Florida 33133

Pursuant to Sections 48.091 and 807.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: June 3, 2009



Alfredo D. Xiques, Registered Agent

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