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FLORIDA PROFIT/NON PROFIT CORPORATION  
VIDICLA USA, Inc.

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**ARTICLES OF INCORPORATION  
OF  
VIDICLA USA, Inc.**

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The undersigned incorporator for the purpose of forming a company under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation shall be:

**VIDICLA USA, Inc.**

Article II - Principal Office

The principal place of business and mailing address of this company shall be:

**11251 N.W., 20<sup>th</sup> Street, Suite 119, Miami, Florida 33172**

Article III - Shares

The number of shares of stock that this company is authorized to have outstanding at any one time is:

**1000 shares of \$1.00 per value common stock**

Where one shares controls one vote for the party that controls the share and its equivalent to the total stock of the company. The number of shares of common stock which are authorized to be issued under the following plan:

**GIOVANNI VIZZI** will own 20%

**CATERINA DI FRISCO** will own 20%

**ANGELO VIZZI** will own 20%

**CARMEN CRISTINA VIZZI** will own 20%

**LILIANA VIZZI** will own 20%

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**Article IV - Initial Registered Agent and Street Address**

The name and Florida Street address of the initial registered agent is:

**José Luis Cortesi  
11251 N.W. 20<sup>th</sup> Street, Suite 119  
Miami, FL 33172**

**Article V - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is:

**GIOVANNI VIZZI  
11251 N.W. 20<sup>th</sup> Street, Suite 119  
Miami, FL 33172**

**Article VI - Duration**

This company shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**Article VII - Nature of Business**

This company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article VIII - Pre-Emptive Rights**

Every shareholder upon the sale for cash of any new stock of this company shall have the right to purchase his prorata share hereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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**Article IX - Initial Board of Directors**

The Directors to form the Board of Directors voted by shareholders are the following:

President : **GIOVANNI VIZZI / Director**  
Vice-President: **CATERINA DI FRISCO / Director**  
Vice- President: **CARMEN CRISTINA VIZZI / Director**  
Secretary: **LILIANA VIZZI / Director**  
Treasurer: **ANGELO VIZZI / Director**

To form quorum or majority to vote a corporate resolution, at least three (3) Directors must be present at any shareholders meeting.

**Article X - 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 to these Articles of Incorporation be made.

**Article XI - Limitations on Corporate Stock**

1. No shareholder can enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this company who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the company.

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3. No shareholder of the company may sell or transfer his stock in this company, except to the shareholders of this company who will have the right of first refusal in purchasing the stock offered.

Article XII - Indemnification

The company shall indemnify any officer or director, to the full extent permitted by law.

Article XIII - Dissolution

The company may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the company entitled to vote thereon. On dissolution the company property and assets shall, after payment of all debts of the company, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

Giovanni Vizzi  
Giovanni Vizzi  
11251 NW 20th Street, Suite 119  
Miami, FL 33172

Document Prepared by:  
Giovanni Vizzi  
11251 NW 20th Street, Suite 119  
Miami, FL 33172

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**Certificate of Designation  
Registered Agent/ Registered Office**

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TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized 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 shall be: **VIDICLA USA, Inc.**
2. The name and address of the registered agent and initial registered office address for the corporation is:

**José Luis Cortesi**  
**11251 N.W. 20<sup>th</sup> Street, Suite 119**  
**Miami, FL 33172**

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 STATUTES 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.



**José Luis Cortesi**  
Registered Agent

November 11, 2009

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