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Email Address: ranelt@jpfirm.com**FLORIDA PROFIT/NON PROFIT CORPORATION**

Gramatica SIPS International, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**GRAMATICA SIPS INTERNATIONAL, INC.**

**ARTICLE I - Name and Address**

The name of this corporation is GRAMATICA SIPS INTERNATIONAL, INC. The principal and mailing address of the corporation is: 13176 N. Dale Mabry Highway, Suite 107, Tampa, Florida 33618.

**ARTICLE II - Duration**

This corporation shall have perpetual existence.

**ARTICLE III - Capital Stock**

This corporation is authorized to issue 5,000,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

**ARTICLE IV - Preemptive Rights**

No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class or bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of any shares of stock of any class, confer any preemptive rights that the board of directors may deem advisable in connection with such issuance.

**ARTICLE V - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 13176 N. Dale Mabry, Suite 107, Tampa, Florida 33618, and the name of the initial registered agent of this corporation at that address is Martin Gramatica.

**Prepared By:**  
Michael T. Cronin, Esquire  
Johnson, Pope, Bokor,  
Ruppel & Burns, LLP  
611 Chestnut Street  
Clearwater, Florida 33756  
(727) 461-1818  
Bar No. 0469841

**ARTICLE VI - Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the Corporation shall be three (3), and the names and addresses of the persons sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Names</u>	<u>Addresses</u>
Martin Gramatica	13176 N. Dale Mabry Highway, Suite 107 Tampa, Florida 33618
Guillermo Gramatica	13176 N. Dale Mabry Highway, Suite 107 Tampa, Florida 33618
Santiago Gramatica	13176 N. Dale Mabry Highway, Suite 107 Tampa, Florida 33618

**ARTICLE VII - Officers**

The following were elected as officers for the ensuing year. The names and titles of the persons sworn to serve until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Names</u>	<u>Title</u>
Martin Gramatica	President and CEO
Guillermo Gramatica	Secretary/Treasurer/ Vice President of Sales
Santiago Gramatica	Vice President of Global Markets

**ARTICLE VIII - Incorporator**

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

<u>Name</u>	<u>Address</u>
Michael T. Cronin	911 Chestnut Street Clearwater, Florida 33756

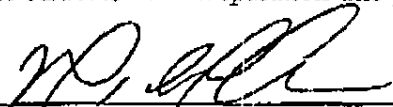
**ARTICLE IX - Indemnification**

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

**ARTICLE X - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup>  
day of January, ~~2009~~  
2010

  
\_\_\_\_\_  
MICHAEL T. CRONIN

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, GRAMATICA SIPS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, hereby designates the undersigned, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
MARTIN GRAMATICA

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