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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
REFBO REAL ESTATE INVESTMENTS, INC.

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**ARTICLES OF INCORPORATION  
OF  
REFBO REAL ESTATE INVESTMENTS, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I  
Name**

The name of this Corporation shall be:

**REFBO REAL ESTATE INVESTMENTS, INC.**

**ARTICLE II  
Nature of Business**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III  
Capital Stock**

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Par Value/ Per Share</u>
Common Stock	1,000	\$ 1.00

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

**ARTICLE IV  
Incorporator**

The name and address of the Incorporator of this Corporation are as follows:

Humberto L. Rodriguez, Esq.  
Gonzalez & Rodriguez, P.L.  
999 Ponce De Leon Boulevard  
Suite 1135  
Coral Gables, Florida 33134

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## **ARTICLE V**

### **Term of Corporate Existence**

This Corporation shall exist perpetually, effective as of the date of filing with the Florida Secretary of State, unless dissolved according to law.

## **ARTICLE VI**

### **Address of Principal Office, Registered Office and Registered Agent**

The street address of the principal office of this Corporation is: 255 Alhambra Circle, Suite 301, Coral Gables, Florida 33134. The street address of the corporation's registered office is 999 Ponce De Leon Blvd., Suite 1135, Coral Gables, Florida 33134. The name of the registered agent of the Corporation at the above address shall be Humberto L. Rodriguez. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

## **ARTICLE VII**

### **Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of three directors. The names and addresses of the individuals who are to serve as the initial directors are:

Alessandro Bruttini  
255 Alhambra Circle, Suite 301  
Coral Gables, Florida 33134

Giovanni Cappellin  
255 Alhambra Circle, Suite 301  
Coral Gables, Florida 33134

Lidia Bruttini de Cappellin  
255 Alhambra Circle, Suite 301  
Coral Gables, Florida 33134

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## **ARTICLE VIII Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

## **ARTICLE IX By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

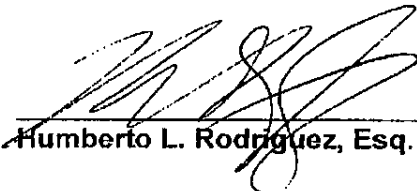
## **ARTICLE X Indemnification of Directors and Officers**

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

## **ARTICLE XI Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 8th day of January, 2010.

  
\_\_\_\_\_  
Humberto L. Rodriguez, Esq., Incorporator (SEAL)


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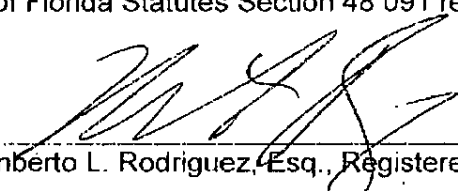
## **CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

**REFBO REAL ESTATE INVESTMENTS, INC.**, desiring to organize as a corporation under the laws of the State of Florida has designated **999 Ponce De Leon Blvd., Suite 1135, Coral Gables, Florida 33134**, as its initial Registered Office and has named **Humberto L. Rodriguez, Esq.**, located at said address as its initial Registered Agent.

By:   
Humberto L. Rodriguez, Esq., Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48 091 relative to keeping open said office.

By:   
Humberto L. Rodriguez, Esq., Registered Agent

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