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FLORIDA PROFIT/NON PROFIT CORPORATION
COLTORTI USA, INC.

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January 28, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: COLTORTI USA, INC.
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**ARTICLES OF INCORPORATION
OF
COLTORTI USA, INC.**

ARTICLE I

Name

The name of the corporation is Coltorti USA, Inc.

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 26th day of January, 2010.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ONE THOUSAND (1000) shares of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V

Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and of this corporation is: 1111 Lincoln Road, Store Number 6, Miami Beach, Florida 33139, and the name of the name and address of the initial registered agent of this corporation is as follows:

Solomon & Furshman, LLP
1666 Kennedy Causeway, Suite 302
North Bay Village, Florida 33141

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ARTICLE VI
Initial Board of Directors

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by a shareholders resolution taken in compliance with the terms and provisions of the By-Laws, but shall never be less than one (1). The name and address of the initial director(s) of this corporation are:

Marco Prosperi
1111 Lincoln Road, Store Number 6
Miami Beach, Florida 33139

and

Maurizio Coltorti
1111 Lincoln Road, Store Number 6
Miami Beach, Florida 33139.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Michael A. Furshman, Solomon & Furshman, LLP, 1666 Kennedy Causeway, Suite 302, North Bay Village, Florida 33141.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26th day of January, 2010.


Michael A. Furshman, Incorporator

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 26 day of Jan, 2010, by Michael A. Furshman, who is personally known to me or who has produced as identification.


Notary Public, State of Florida at Large

My Commission Expires:



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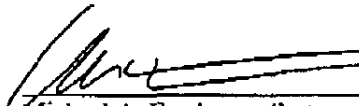
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First—that **Coltorti USA, Inc.**, desiring to organize under the laws of the State of Florida with its principal office at: 1111 Lincoln Road, Store Number 6, Miami Beach, Florida 33139, has named Solomon & Furshman, LLP, located at 1666 Kennedy Causeway, Suite 302, North Bay Village, Florida 33141, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Michael A. Furshman, Partner

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