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10 DEC -8 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 12/8/10

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: AMARANTTI INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Erick Magno, Esq.
Name (Printed or typed)

1110 Brickell Avenue, Suite 310
Address

Miami FL 33131
City, State & Zip

(305) 379-4400
Daytime Telephone number

kelly@magnolaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

For Profit

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In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

1. **Corporate Name**

The name of the corporation is AMARANTTI INC. (the "Corporation").

2. **Duration**

The duration of the Corporation is perpetual.

EFFECTIVE DATE 12-6-10

3. **Registered Office and Registered Agent**

The street address of the initial registered office is 1110 Brickell Avenue, Suite 310, Miami, Florida, 33131. The name of the initial Registered Agent at this Registered Office is Erick Magno.

4. **Street Address of the Principal Office**

The street address of the principal office is 1915 Harrison Street, Hollywood Florida, 33020.

The mailing address of the principal office is the same as the street address.

5. **Purpose**

Any and all lawful business purpose.

6. **Initial Director**

The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below.

Name	Address	City	State	Zip Code
Amaldo Vasconcellos Jr.	1915 Harrison Street	Hollywood	Florida	33020

7. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 10000.

Class A Shares

The Corporation is authorized to issue a total number of 1000 shares of Class A stock and the par value of each share of Class A stock is \$0.01 US Dollars.

The Class A redeemable, voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors, provided however the Class A shareholders are not entitled to participate in a payment of dividends out of monies which the Board of Directors have declared to be

monies of the Corporation properly applicable to the payment of dividends to Class B shareholders only.

- b. In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its assets among the shareholders by way of repayment of capital, the holders of the Class A shares will be entitled to receive the redemption amount on each share in priority to any net asset distribution to the holders of the Class B shares and any unpaid dividends declared by the Corporation. Other than the above redemption amount, the holders of the Class A shares will not be entitled to share any further in the distribution of the property or assets of the Corporation.
- c. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- d. The holders of Class A shares will together have unlimited voting rights. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- e. Subject to the provisions of the Florida Business Corporation Act, the Corporation may redeem all, or from time to time any part, of the outstanding Class A shares on payment to the holders of those shares for each share redeemed an amount (the "Redemption Amount"). The Redemption Amount will be determined and fixed by the Board of Directors of the Corporation at the time of issuance of the Class A shares and expressed as a dollar value, provided always that the amount will not be less than the amount paid up on those Class A shares.
- f. On or after the date specified for redemption, the Corporation will pay or cause to be paid the redemption price to the registered holders of the shares to be redeemed, on presentation and surrender of the Certificates for the shares that were called for redemption. This will occur at the office of the Corporation's Registered Agent for shares or at any other place or places as may be specified in the notice. Upon presentation of the Certificates, they will be canceled and the shares represented by the Certificates will be redeemed.
- g. From and after the date specified for redemption on the notice, the holders of the shares called for redemption will cease to be entitled to any rights in respect of those shares, except to receive the redemption price, unless payment of the redemption price will not be made by the Corporation in accordance with the foregoing provisions in which case the rights of the holders of such shares will remain unimpaired.
- h. On or before the date specified for redemption, the Corporation will have the right to deposit the redemption price of the shares called for redemption in a trust account with any bank or trust company in the United States of America duly appointed and acting as transfer agent for the Corporation, to the order of the holders of the shares called for redemption upon presentation and surrender of the Certificates representing the shares. Upon this deposit being made, the shares for which this deposit will have been made will

be redeemed and the rights of the respective holders of those shares, after this deposit, will be limited to receiving out of the monies deposited, without interest, the redemption price applicable to their respective shares against presentation and surrender of the Certificates representing these shares.

Class B Shares

The Corporation is authorized to issue a total number of 9000 shares of Class B stock and the par value of each share of Class B stock is \$0.01 US Dollars.

The Class B non-redeemable, non-voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class B shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors, provided however the Class B shareholders are not entitled to participate in a payment of dividends out of monies which the Board of Directors have declared to be monies of the Corporation properly applicable to the payment of dividends to Class A shareholders only.
 - b. No dividend will at any time be declared and paid on or declared and set apart for the Class B shares so as to reduce the value of the issued Class A shares below their respective redemption amounts.
 - c. Subject to the rights and privileges attached to the Class A shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its net assets among the shareholders by way of repayment of capital, the holders of the Class B shares will be entitled to receive and share equally in the net assets of the Corporation.
 - d. The Class B shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class B shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
 - e. The holders of the Class B shares will not have any voting rights for the election of the Board of Directors or for any other purpose. The Class B shareholders will not be entitled to receive notice of, or to attend any meetings of the shareholders of the Corporation and will not be entitled to any vote at any such meeting.
8. **Restrictions on Transfer and Other Rules**
No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

9. **Preemptive Rights**

The shareholders of the Corporation have the preemptive right to purchase any new issue of

shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

10. **Amend or Repeal Bylaws**

Bylaws may be adopted, amended, or repealed either by unanimous approval of the outstanding shares or by the unanimous approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

11. **Cumulative Voting**

In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

12. **Fiscal Year End**

The fiscal year end of the Corporation is December 31st.

13. **Indemnification of Officers, Directors, Employees and Agents**

The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

14. **Limitation of Liability**

The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

15. **Effective Date of Corporation**

The effective date for this Corporation shall be December 06, 2010.

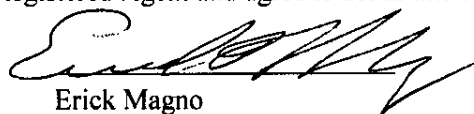
16. **Consent of Appointment by Registered Agent**

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:



Erick Magno

December 6, 2010

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TALLAHASSEE, FLORIDA

17. **Incorporator**

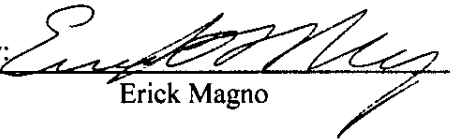
The name and address of the incorporator of AMARANTTI INC. is set out below.

Name	Address	City	State	Zip Code
Erick Magno, P.L.	1110 Brickell Avenue, #310	Miami	Florida	33131

18. **Execution**

I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 6th day of December, A.D. 2010.

Erick Magno, P.L. (Incorporator)

By: 
Erick Magno

19. **Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Erick Magno PL

Telephone Number: 305 379 4400

Address: 1110 Brickell Avenue, Suite 310, Miami, Florida, 33131

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