

**Electronic Articles of Incorporation
For**

P11000009957
FILED
January 28, 2011
Sec. Of State
tburch

COECLERICI AMERICAS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

COECLERICI AMERICAS, INC.

Article II

The principal place of business address:

286 MADISON AVENUE
NEW YORK, NY. US 10017

The mailing address of the corporation is:

286 MADISON AVENUE
NEW YORK, NY. US 10017

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000 NO PAR VALUE

Article V

The name and Florida street address of the registered agent is:

CORPORATE SERVICE BUREAU INC.
515 EAST PARK AVENUE
TALLAHASSEE, FL. 32301

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: SCOTT J. SCHUSTER

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Article VI

The name and address of the incorporator is:

JODY V. CROWLEY
283 WASHINGTON AVENUE

ALBANY, NY 12206

Electronic Signature of Incorporator: JODY V. CROWLEY

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.