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Florida Department of State
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Division of Corporations
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From:

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DOMESTICATION
Andresall, Inc.

Certificate of Status	0
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CERTIFICATE OF DOMESTICATION

The undersigned, Luisa Giuseppina Cannella Comparetto, Managing Director of ANDRESALL N.V., a foreign corporation, in accordance with Section 607.1801, Florida Statutes, does hereby certify:

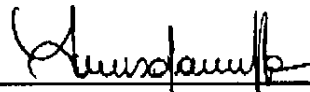
1. The date on which the corporation was first formed is March 5, 1981.
2. The jurisdiction where the above named corporation was first formed, incorporated or otherwise came into being was Curaçao.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Andresall N.V.
4. The name of the corporation, as set forth in its articles of incorporation to be filed pursuant to Section 607.0202 and 607.0401 of the Florida Statutes with this certificate is Andresall, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law immediately before the filing of the Certificate of Domestication was Curaçao.
6. Attached are the Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801 of the Florida Statutes.

[signature page follows]

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I am the Managing Director of Andresall N.V. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 31st day of January, 2011.

ANDRESALL N.V.

By: 
Luisa Giuseppina Cannella Comparetto
Managing Director

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**ARTICLES OF INCORPORATION
OF
ANDRESALL, INC.**

**ARTICLE I
NAME**

The name of the Corporation is ANDRESALL, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of the Corporation is 671 SW 134th Way, Newberry, Florida 32669.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The Company's existence begins on the date and at the time when these Articles of Incorporation are filed with the Florida Secretary of State.

**ARTICLE IV
DURATION OF EXISTENCE**

The Company will exist perpetually.

**ARTICLE V
GENERAL PURPOSES**

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE VI
CAPITAL STOCK**

The total number of shares of all classes of stock which the Company shall have authority to issue is 50,000 shares of common stock having a par value of \$1.00 per share.

Prepared by Ivan A. Colao
Florida Bar No. 22608
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office and agent in the State of Florida is 105 SW 128th Street, Suite 1200, Tioga, Florida 32669. The name of the registered agent at such address is Gilbert Levy.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The Company has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Horst Alejandro Ferrero Jaimes	671 SW 134 th Way Newberry, Florida 32669
Luisa Giuseppina Cannella Comparetto	671 SW 134 th Way Newberry, Florida 32669

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Luisa Giuseppina Cannella Comparetto	671 SW 134 th Way Newberry, Florida 32669

ARTICLE X
INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the

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authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

[signature page follows]

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on January 31, 2011.

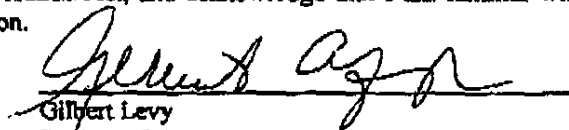


Luisa Giuseppina Cannella Comparetto
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.


Gilbert Levy
Registered Agent

Dated: January 31, 2011

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