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September 14, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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ARTICLES OF INCORPORATION

OF

T & P NORTHERN CORPORATION

ARTICLE I.

The name of this corporation shall be:

T & P NORTHERN CORPORATION.

ARTICLE II.

The general nature of business to be carried on by this corporation, is:

a. To carry on and conduct a general import and export business, and to do and transact all and every the acts of whatever nature necessary to best effectuate the proper and successful operation and maintenance of an import and export business.

b. To enter into any and all contracts with any person, firm, corporation and/or association.

c. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

d. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

e. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and/or personal property or any interest therein, wherever situated.

f. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

g. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under The Florida Business Corporation Act of the State of Florida.

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ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is NINE HUNDRED (900) shares of common stock of TEN and NO/100 ($10.00) DOLLARS par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 3801 N. E. 207th Street, Apartment 504-1, Aventura, Florida 33180, with the corporation retaining the power of moving its principal office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors. The initial mailing address of this corporation shall be 3801 N. E. 207th Street, Apartment 504-1, Aventura, Florida 33180.

ARTICLE VII.

The initial registered office of this corporation shall be located at 1221 Brickell Avenue, 9th Floor, Miami, Florida 33131. The initial Registered Agent at such address shall be CARLOS GUERSANI-HARRINGTON.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX.

The names and addresses of the members of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of stockholders, and until their successors are elected and qualified, or until their earlier removal from office, resignation or death are:

JUAN CAYETANO TIRIDUZZI
c/o CANO PROPERTIES, INC.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

SUSANA SILVIA PENZO
c/o CANO PROPERTIES, INC.
1221 Brickell Avenue
9th Floor
Miami, Florida 33131

ARTICLE X

The officers of this corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, as may be provided in the By-laws, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors, or until their earlier removal from office, resignation or death are:

PRESIDENT:	**JUAN CAYETANO TIRIDUZZI** **c/o CANO PROPERTIES, INC.** **1221 Brickell Avenue, 9th Floor** **Miami, Florida 33131**
SECRETARY:	**SUSANA SILVIA PENZO** **c/o CANO PROPERTIES, INC.** **1221 Brickell Avenue, 9th Floor** **Miami, Florida 33131**
TREASURER:	**JULIETA CARLA TIRIDUZZI** **c/o CANO PROPERTIES, INC.** **1221 Brickell Avenue, 9th Floor** **Miami, Florida 33131**

ARTICLE XI.

The name and address of the incorporator is:

JOSE RAMON RODRIGUEZ
275 Fontainebleau Boulevard
Suite 135
Miami, Florida 33172-4500

ARTICLE XII

The Bylaws of this corporation may be created, amended, changed or replaced by the Stockholders or by the Board of Directors of the corporation at any duly scheduled meeting called for that purpose.

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ARTICLE XIII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.

I, the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby affirming that the facts herein contained are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in §817.155. F.S. Miami, Florida, September 14, 2011.

_______________ **(SEAL)**
JOSE RAMON RODRIGUEZ,
Incorporator

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Having been named as Registered Agent and to accept service of process for T & P NORTHERN CORPORATION at 1221 Brickell Avenue, 9th Floor, Miami, Florida 33131, I am familiar with and hereby accept the appointment to act as Registered Agent and agree to act in this capacity. September 14th, 2011.

CARLOS GUERSANI-HARRINGTON,
Registered Agent

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