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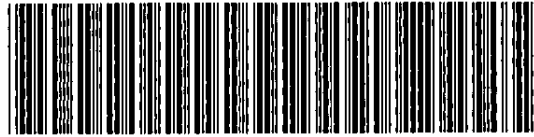
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CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GRIMALDI USA Corp.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
GRIMALDI USA CORP.**

The undersigned incorporator (s) hereby forms the following corporation under the laws of the State of Florida:

ARTICLE I

NAME:

GRIMALDI USA CORP.

The principal place of business and mailing address of this corporation shall be:

**6355 NW 36 St. Suite 407
Virginia Gardens, FL 33166**

ARTICLE II

PURPOSE:

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK:

The maximum number of shares of stocks which this corporation is authorized to issue is 25000 shares of \$ 1.00 par value, common stock. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE:

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE:

This initial Registered Agent and the principal address of the initial Registered Office of this corporation shall be:

**ANTONIETA RUBINETTI
4116 Amber Ln.
Weston, FL 33331**

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ARTICLE VI

DIRECTORS:

This corporation shall have two (2) directors initially. The number of directors may be changed from time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:

GIACOMO RUBINETTI

President - Secretary

ANTONIETA RUBINETTI

Vicepresident - Treasurer

**4116 Amber Ln.
Weston, FL 33331**

**ARTICLE VII
INCORPORATORS:**

The name and street address of the incorporator are:

GIACOMO RUBINETTI - ANTONIETA RUBINETTI

**4116 Amber Ln.
Weston, FL 33331**

**ARTICLE VIII
PREEMPTIVE RIGHTS:**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX
CUMULATIVE VOTING:**

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

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ARTICLE X

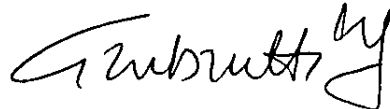
AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set its hands and seals this 25 day of January 2013.-



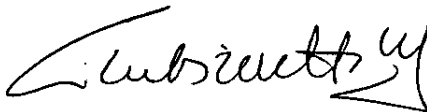
GIACOMO RUBINETTI



ANTONIETA RUBINETTI

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.



ANTONIETA RUBINETTI

REGISTERED AGENT

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