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Division of Corporations

RICARDO MARTINEZ

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FLORIDA PROFIT/NON PROFIT CORPORATION  
VENOSA INVESTMENT CORPORATION

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H13 000104102 3

**RICARDO MARTINEZ-CID**

Professional Association  
Attorney at Law

1699 Coral Way, Suite 510, Miami, Florida 33145-2860  
Telephone (305) 859-7494 Facsimile (305) 858-2513  
e mail: mtnezcid@aol.com

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SEND TO: Florida Department of State/Division of Corporations  
P. O. Box 6327, Tallahassee, Florida 32314  
VIA: (850) 617 6381  
SENT BY: Ricardo Martinez-Cid, Esq.  
DATE: May 7, 2013

Gentlemen:

The proposed articles of incorporation, certificate of registered agent, and printed electronic filing report for **VENOSA INVESTMENT CORPORATION** follow. Kindly, debit my account \$122.50, covering the filing fee (\$35.00), one (1) certified copy of articles (\$52.50), and the registered agent certificate (\$35.00). Upon filing, please, provide, via facsimile, a certified copy of the Articles of Incorporation. Also, please, note the email address for the corporation: [mfronclani@seguridad.com.py](mailto:mfronclani@seguridad.com.py). Thank you for your cooperation.

Sincerely yours,

*Martinez-Cid*

Ricardo Martinez-Cid

RMC/ng

cc: [mfronclani@seguridad.com.py](mailto:mfronclani@seguridad.com.py)

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RICARDO MARTINEZ

NO. 356 P. 3  
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Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145-2860  
Telephone (305) 859-7494/ Facsimile (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H13 000104102 3

ARTICLES OF INCORPORATION  
VENOSA INVESTMENT CORPORATION

Article I - Name

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The name of this corporation is VENOSA INVESTMENT CORPORATION

Article II - Purpose

This corporation is organized as a real estate holding company, to purchase, improve, manage and other wise deal in Florida quality real estate, actively participate in commerce, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of One and No/100 (\$1.00) Dollars par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is 1915 Brickell Avenue, Unit C-502, Miami, Florida 33129. The name of the initial Registered Agent of this Corporation is Ricardo Martinez-Cid, of 1699 Coral Way, Suite 510, Miami, Florida 33145.

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Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33345-2860  
Telephone (305) 859-7494/ Facsimile (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H13 000104102 3

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish, from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are MANUEL MARÍA FRONCIANI CASSANELO, of 1915 Brickell Avenue, Unit C-502, Miami, Florida 33129, and LUZ MARÍA DESIRÉE CABRERA DE FRONCIANI, of 1915 Brickell Avenue, Unit C-502, Miami, Florida 33129, who will also respectively serve as initial President, and Vice President-Treasurer-Secretary.

Article VII - Incorporator

The name and address of the person signing these Articles is Ricardo Martinez-Cid, Esq., of 1699 Coral Way, Suite 510, Miami, Florida 33145, as attorney, for and on behalf of MANUEL MARÍA FRONCIANI CASSANELO, of 1915 Brickell Avenue, Unit C-502, Miami, Florida 33129, and LUZ MARÍA DESIRÉE CABRERA DE FRONCIANI, of 1915 Brickell Avenue, Unit C-502, Miami, Florida 33129.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

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RICARDO MARTINEZ

NO. 356 L.E.D.P. 5  
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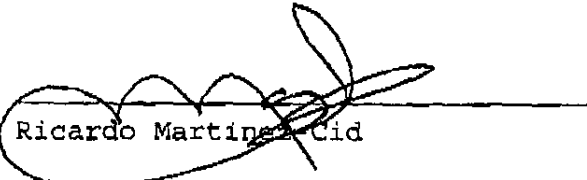
Prepared by: Ricardo Martinez-Cid

1699 Coral Way, Suite 510, Miami, Florida 33345-2860

Telephone (305) 859-7494/ Facsimile (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H13 000104102 3

IN WITNESS WHEREOF, the undersigned incorporated has executed these  
Articles of Incorporated, this May 7, 2013.



Ricardo Martinez-Cid

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H13 000104102 3


Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33345-2860  
Telephone (305) 859-7494/ Facsimile (305) 858-2513

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STATE OF FLORIDA            )  
                                  ) S.S.  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Ricardo Martinez-Cid, who provided his Florida driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this May 7, 2013.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA



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RICARDO MARTINEZ

NO. 356 FILED P. 7  
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CERTIFICATE DESIGNATING THE ADDRESS AND

AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

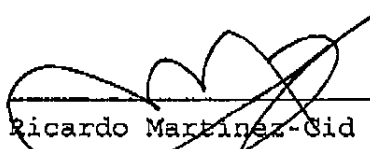
That VENOSA INVESTMENT CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Ricardo Martinez-Cid, located at 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

**VENOSA INVESTMENT CORPORATION**

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this May 7, 2013.

  
\_\_\_\_\_  
Ricardo Martinez-Cid  
Registered Agent

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H13 000TBD