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FLORIDA PROFIT/NON PROFIT CORPORATION
Vicenzi USA, Inc.

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**ARTICLES OF INCORPORATION
OF
VICENZI USA, INC.**

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

**ARTICLE I
Name**

The name of the Corporation is VICENZI USA, INC.

**ARTICLE II
Powers**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III
Authorized Capital and Shares**

Section 1. Number of Authorized Shares. The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, with a par value of \$1.00 per share (the "Shares").

Section 2. Transfer Restrictions. No Shares may be transferred without the majority written approval of all the Corporation's Shareholders. Any purported or attempted transfer of Shares in violation of this transfer restriction will be prohibited and void *ab initio*.

For purposes of this Article III, the term "Transfer" means any transfer, assignment, sale, conveyance, hypothecation, license, lease, partition, pledge, grant of an option, other disposition, or grant of a security interest in a Shareholder's Shares, the voting rights, or economic interests in the Corporation (whether or not by operation of law), any gift, donation, assignment, bequeathal or any other transfer for no consideration (whether or not by operation of law) of all or a portion of a Shareholder's Shares, voting rights, or economic interests in the Corporation, and also including any "involuntary transfer" such as a sale of any part of the Shareholder's Shares, voting rights, or economic interests in the Corporation therein in connection with any judicially forced or imposed sale, bankruptcy or similar insolvency proceedings, the entry of a final order of a Court in a divorce proceeding that is not subject to appeal directing transfer of the Shares, or a trust imposed on such Shareholder's Shares, voting rights, or economic interests in the Corporation for the benefit of such spouse, or any transfer occasioned by a separation agreement in a divorce proceeding that is not subject to appeal, or any other disposition

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or encumbrance of a Shareholder's Shares, voting rights, or economic interests in the Corporation. For purposes of this transfer restriction, any transfer, exchange or series of transfers (or exchanges), directly or indirectly, of the stock, partnership, member or other ownership interests of any Shareholder that is a business organization or an entity (or any combination of such transfers or exchanges, whether direct or in connection with a merger, acquisition, sale, or similar reorganization or transaction, including issues of new stock or other ownership interests, or the exercise of options, warrants, debentures or other convertible instruments, or a redemption of other interests in the Shareholder, and any similar transactions involving the stock or other ownership interests of such Shareholder), the effect of which is that the Persons who owned more than fifty percent (50%) of the outstanding stock or other equity ownership interests in such Shareholder no longer own more than fifty percent (50%) of such stock or other equity ownership interests, then a Transfer will also be deemed to have occurred with regard to the Shares owned by such Shareholder. For purposes herein, "Person" means any individual, firm, corporation or other legal entity, and includes any successor (by merger or otherwise) of such entity.

Section 3. No Pre-Emptive Rights or Appraisal Rights. Except as may otherwise be expressly permitted in a duly authorized vote and approval of the Board of Directors, no Shareholder of this Corporation shall, because of his ownership of Shares, have a pre-emptive right to purchase, subscribe for, or take any part of any Shares, stock or any part of the notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase stock or Shares of this Corporation issued, optioned, or sold by it after its incorporation. Any part of the Shares, common stock, and any part of the notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase stock of this Corporation authorized by these Articles of Incorporation or any amendment thereto duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this Corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such Board of Directors seem proper without first offering such Shares, stock or security or any part thereof to existing Shareholders. Except as may otherwise be expressly permitted in a duly authorized vote and approval of the Board of Directors, pursuant to Section 607.1302, "Right of Shareholders to Appraisal," Shareholders shall not be entitled to exercise any appraisal rights and such appraisal rights are hereby eliminated and rendered null and void in accordance with Section 607.1302(3) of the Florida Business Corporation Act.

ARTICLE IV

Address

Preparer:

Umberto Bonavita, Esq.

Florida Bar No. 0632791

Robert Allen Law (see fictitious name filing for registered agent)

1441 Brickell Avenue, Suite 1400

Miami, FL 33131

Phone (305) 372-3300

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The Corporation's mailing address and address of its principal office is: 241 N.E. 61st Street, Miami, FL 33137.

ARTICLE V
Registered Office and Agent

The address of the Corporation's initial registered office is: 241 N.E. 61st Street, Miami, FL 33137, and the name of the initial registered agent at such office is STUDIOMILANO.

ARTICLE VI
Indemnification

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is, or was, an officer, employee or agent of the Corporation, or is or was

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Umberto Bonavita, Esq.

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serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article will be deemed to be a contract between the Corporation and each director and officer of the Corporation who serves or served in such capacity at any time while this Article is in effect.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Board.

ARTICLE VII Directors and Officers

Section 1. Officer and Directors. The initial officers and directors of the Corporation are:

Title: Director, Chairman and President
Gabriele Pedone
241 N.E. 61st Street
Miami, FL 33137

Title: Director
Christian Saldi
241 N.E. 61st Street
Miami, FL 33137

Title: Director
Armando Arrocha
241 N.E. 61st Street

Preparer:

Umberto Bonavita, Esq.
Florida Bar No. 0632791
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Miami, FL 33137

Section 2. Restrictions on Officers' Power and Authority. It is the intention of the Board of Directors that, subject to the supervision, general direction and authority of the Board of Directors, and the specific provisions of these Articles, and the Corporation's Bylaws, the Corporation's officers shall manage the day-to-day business operations of the Corporation as prescribed more specifically in the Corporation's Bylaws and in these Articles of Incorporation. The Corporation's officers may include, without limitation, a Chairman of the Board, Chief Executive Officer, President, Treasurer, and Secretary. Any person may hold more than one (1) officer position and there may be multiple persons with the same title. The authority of such officers and the specific duties and limitations of each officer shall be as specified in duly adopted resolutions of the Board of Directors from time to time or the Bylaws. Officers shall serve a term of one (1) year, or until a qualified successor is appointed according to the procedure set forth herein and in the Bylaws. The Board of Directors shall appoint all the officers of the Corporation pursuant to the procedures established in the Corporation's Bylaws. The Corporation's initial officers will be as set forth above. Officers of the Corporation including, without limitation, the Chairman or the President, shall not have the power or authority to take, and are hereby prohibited from taking, the following actions without the express prior written approval of the Board of Directors or Shareholders, as appropriate pursuant to the procedures prescribed in the Bylaws, and any purported or attempted action in violation of the limitations set forth in this Article VII will be prohibited and void *ab initio*:

(a) transactions or business actions that require, as a condition precedent to their being undertaken, the prior written approval of the Board of Directors:

(i) authorize or initiate any sale, lease, exchange, mortgage, pledge, or other disposal of any of the Corporation's assets in extraordinary transactions, outside the ordinary course of business, for a transaction value that is in excess of five thousand and 00/100 dollars (USD \$5,000.00), except that this limitation will not apply and will not serve to limit the authority of the Chairman and President (a) to enter into any transactions between the Corporation and its parent company; and (b) to enter the Corporation into binding sales orders for the sale of the Corporation's regular line of products as part of its ordinary course of business to customers in accordance with customer-credit and lending policies, guidelines, and practices that are pre-approved by the Board of Directors;

(ii) authorize or initiate any transaction, which either individually or when aggregated with other similar projects or transactions in any six-month period, involves,

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Umberto Bonavita, Esq.

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or might reasonably be expected to involve, capital or operating expenditures or debt obligations by the Corporation in excess of five thousand and 00/100 dollars (USD \$5,000.00), except that this limitation will not apply to transactions between the Corporation and its parent company;

(iii) to incur any non-budgeted expenditures which either individually or when aggregated with other non-budgeted expenditures in any six month period is in excess of five thousand and 00/100 dollars (USD \$5,000.00), except that this limitation will not apply to transactions between the Corporation and its parent company;

(iv) except as otherwise expressly permitted in this Article VII, to enter into on behalf of the Corporation, or authorize or otherwise bind the Corporation, or amend, alter or change in any way, any material agreement involving the Corporation including, without limitation, any equipment lease agreements, commercial lease agreements, employment agreements, or loan agreements that has an economic value for the Corporation in excess of five thousand and 00/100 dollars (USD \$5,000.00), except that this limitation will not apply to transactions between the Corporation and its parent company;

(v) except as otherwise expressly permitted in this Article VII, to authorize or otherwise bind the Corporation to an agreement whereby a client, or perspective client, vendor, or supplier is either being paid by, or itself paying, the Corporation, whether individually or when aggregated with other similar or related agreements in any six month period an amount in excess of five thousand and 00/100 dollars (USD \$5,000.00) for rendering of services or sale of products that fall outside the scope of the Corporation's ordinary course of business;

(vi) hire or terminate any employees, independent contractors, consultants, or any other personnel that pay any compensation or salary;

(vii) open any bank accounts in the name of the Corporation, designate signatories to execute checks and other documents on behalf of the Corporation, or otherwise designate any bank or other financial institution as a depository for the funds of the Corporation, and sign or execute any banking resolutions required by the Bank in order to open an ordinary checking account and such other accounts, all of which must be pre-approved in writing by the Board of Directors; and

(b) transactions or business actions that require, as a condition precedent to their being undertaken, the prior written approval of both the Board of Directors and the Shareholders:

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(i) authorize or initiate any sale, lease, exchange, mortgage, pledge, or other disposal of any of the Corporation's assets in extraordinary transactions, outside the ordinary course of business, for a transaction value that is in excess of fifty thousand and 00/100 dollars (USD \$50,000.00), except that this limitation will not apply and will not serve to limit the authority of the Chairman and President (a) to enter into any transactions between the Corporation and its parent company; and (b) to enter the Corporation into binding sales orders for the sale of the Corporation's regular line of products as part of its ordinary course of business to customers in accordance with customer-credit and lending policies, guidelines, and practices that are pre-approved by the Board of Directors;

(ii) to incur any non-budgeted expenditures which either individually or when aggregated with other non-budgeted expenditures in any six month period is in excess fifty thousand and 00/100 (USD \$50,000.00), except that this limitation will not apply to transactions between the Corporation and its parent company;

(iii) to amend, alter or change in any way, any corporate governance document including, without limitation, the Corporation's Articles of Incorporation, or Bylaws;

(iv) except as otherwise expressly permitted in this Article VII, to enter into on behalf of the Corporation, or authorize or otherwise bind the Corporation, or amend, alter or change in any way, any material agreement involving the Corporation including, without limitation, any equipment lease agreements, commercial lease agreements, employment agreements, or loan agreements that has an economic value for the Corporation in excess of fifty thousand and 00/100 (USD \$50,000.00), except that this limitation will not apply to transactions between the Corporation and its parent company;

(v) except as otherwise expressly permitted in this Article VII, to authorize or otherwise bind the Corporation to an agreement whereby a client, or perspective client, vendor, or supplier is either being paid by, or itself paying, the Corporation, whether individually or when aggregated with other similar or related agreements in any six month period an amount in excess of fifty thousand and 00/100 (USD \$50,000.00) for rendering of services or sale of products that fall outside the scope of the Corporation's ordinary course of business;

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(vi) elect or remove officers, or fill vacancies in the Board of Directors or in committees of the Board of Directors, if any, or fix compensation for officers, directors or committee members;

(vii) take any action that may result in the merger or consolidation of the Corporation with or into another entity.

Section 3. Limited Liability. To the fullest extent permitted by the Florida Business Corporation Act (as such law currently exists or may hereafter be amended so long as any such amendment authorizes action further eliminating or limiting the personal liabilities of directors), a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII **Severability**

If any provision or provisions of these Articles of Incorporation will be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, then, to the fullest extent permitted by applicable law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this these Articles of Incorporation (including, without limitation, each portion of any paragraph of these Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) will not in any way be affected or impaired thereby.

ARTICLE IX **Incorporator**

The name and address of the incorporator of the Corporation is Umberto Bonavita, Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 13 day of March, 2015.

Preparer:

Umberto Bonavita, Esq.

Florida Bar No. 0632791

Robert Allen Law (see fictitious name filing for registered agent)

1441 Brickell Avenue, Suite 1400

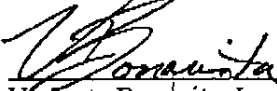
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Umberto Bonavita, Incorporator

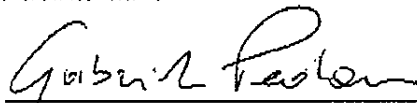
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Corporation, at the place designated in the Articles of Incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 13 day of March, 2015.

STUDIOMILANO

By: 
Gabriele Pedone, President

Preparer:

Umberto Bonavita, Esq.
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