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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CATALDI REAL ESTATE DEVELOPMENTS AND  
INVESTMENTS CORPORATION.**

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## **ARTICLES OF INCORPORATION OF**

### ***Cataldi Real Estate Developments and Investments Corporation.***

*The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.*

## **ARTICLE I. NAME OF THE CORPORATION**

*The name of the corporation is:*

***Cataldi Real Estate Developments and Investments Corporation.***

## **ARTICLE II. NATURE OF BUSINESS**

*The general nature of the business to be transacted by this corporation shall be:*

*Construction work in general, development of new and existing construction projects, to obtain financing for new construction ventures, real estate investments, real estate management and any and all activities permitted under the Laws of the State of Florida.*

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### **ARTICLE III. CAPITAL STOCK**

*The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: **Five Hundred Thousand (500,000)** shares of common stock having a par value of 1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may be take the form of services rendered, cash, property, or any other from deem satisfactory by the board of directors.*

### **ARTICLE IV. INITIAL CAPITAL**

*The amount of capital with which this corporation shall begin business is not less than: **ONE HUNDRED DOLLARS (100.00)**.*

### **ARTICLE V. TERM OF EXISTENCE**

*This corporation is to exist perpetually.*

### **ARTICLE VI. ADDRESS**

*The initial street address of the principal office of the corporation in the State of Florida shall be located the following address: **6206 SW 131 PL Suite 202, Miami FL 33183**. The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.*

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**ARTICLE VII. DIRECTORS**

*The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial directors shall be:*

<b>NAME</b>	<b>ADDRESS</b>
Roberto Silva de Oliveira	6206 SW 131 PL Suite 202 Miami FL 33183.
Carmela Aparecida Cataldi	6206 SW 131 PL Suite 202 Miami FL 33183.
Marcello Cataldi Garcez	6206 SW 131 PL Suite 202 Miami FL 33183.
Nivaldo Abdalla Junior	6206 SW 131 PL Suite 202 Miami FL 33183

**ARTICLE. VIII. DIRECTORS' POWERS**

*The board of directors shall have the power to fix or change salaries of the directors, as directors as an officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liabilities for their good faith acts and omissions, to permit contracts and other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.*

**ARTICLE IX. SUBSCRIBERS.**

*The names and addresses of the subscribers to these Articles of Incorporation are:*

<b>NAME</b>	<b>ADDRESS</b>
Roberto Silva de Oliveira	6206 SW 131 PL Suite 202 Miami FL 33183.
Carmela Aparecida Cataldi	6206 SW 131 PL Suite 202 Miami FL 33183.
Marcello Cataldi Garcez	6206 SW 131 PL Suite 202 Miami FL 33183.
Nivaldo Abdalla Junior	6206 SW 131 PL Suite 202 Miami FL 33183

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**ARTICLE X. PRE-EMPTIVE RIGHTS**

Should any stockholders wish to dispose of his stock, it shall first be offered by any third person, and said stock shall be available for a period of ninety days (90) days to such remaining Stockholders. In the event that any said stock is not purchased by any or all of the remaining stockholders within ninety (90) days of the offer, said stock may then be sold by the Stockholders at the price of the bona-fide offer of the third person.

**ARTICLE XI. 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 a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 17 day of APRIL, 2015, for the purpose of forming this corporation under the laws of the State of Florida and do hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

**NAME****SIGNATURE-INCORPORATOR**

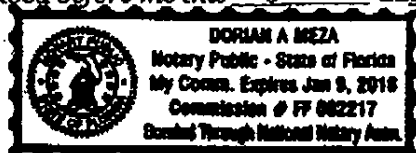
Roberto Silva de Oliveira

State of Florida  
County of: **Miami-Dade**

*[Signature]*  
 NW-USA Provided (Brazil) Passport  
 # FD 641760  
 Issued 05/03/2011 Expires 05-02-2016

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgments, personally appeared **Roberto Silva de Oliveira** to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the subscribed to these Articles of Incorporation.

Sworn to and subscribed before me this 16<sup>th</sup> day of April, 2015.

*[Signature]*

Notary Public State of Florida.

Identification: #FF 082217

My Commission Expires Jan 9, 2018

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### **REGISTERED AGENT**

*The registered agent of this corporation will be:*

**EDEL AROCHA**

*The registered address will be:*

**6206 SW 131 PL Suite 202,  
Miami FL 33183.**

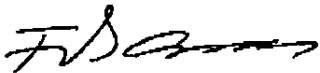
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.*

*I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.*

*In compliance with section 48,091, Florida statutes, the following is submitted:*

*First That **Cataldi Real Estate Developments and Investments Corporation**, desiring to organize or qualify to do business under the laws of the State of Florida, with its principal place of business at city of **MIAMI**, state of **FLORIDA**, has named **EDEL AROCHA** as its registered agent to receive service of process within the state of Florida*



*Signature of registered agent.*

*Dated: April 08, 2015.*

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