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FLORIDA PROFIT/NON PROFIT CORPORATION  
WHISPER USA INC

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ARTICLES OF INCORPORATION OF  
WHISPER USA INC

**ARTICLE I - NAME**

The name of this Corporation is

WHISPER USA INC

**ARTICLE II - DURATION**

This Corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III - PURPOSE**

This Corporation is organized for the transaction of any and all lawful purpose.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue five hundred shares of

\$1.00 par value, which said shares, shall be designated as "Common Shares"

**ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered and principal office

of the Corporation is:

7700 N KENDALL DR, STE 405  
MIAMI, FL 33156

The name of the initial Registered Agent of this

Corporation is:

STEFANO DONINELLI

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) initial directors. The number of directors may increase from time to time by the By-laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

STEFANO DONINELLI, PRESIDENT, DIRECTOR  
7700 N KENDALL DR, STE 405  
MIAMI, FL 33156

MASSIMILIANO BISCEGLIA, VICE PRESIDENT, DIRECTOR  
7700 N KENDALL DR, STE 405  
MIAMI, FL 33156

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

STEFANO DONINELLI  
7700 N KENDALL DR, STE 405  
MIAMI, FL 33156

**ARTICLE VIII**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

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**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed

These Articles of Incorporation this 18 day of December, 2015.



STEFANO BONINELLI

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand on this 18 day of December, 2015.



STEFANO DONINELLI  
Registered Agent

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