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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 0-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000001655))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOR INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000001655
DATE REQUESTED: 02/09/1995
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF TOR International, Inc.

ARTICLE I
NAME

The name of the Corporation is TOR International, Inc.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with $1.00 par value share.

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PREPARED BY:

Stephen A. Freeman, Esq.
Freeman Newman & Butterman
520 Brickell Key Drive
Suite O-305
Miami, Florida 33131
(305) 374 3800

ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Stephen A. Freeman at 520 B-ickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

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NAMES	**ADDRESSES**
ENRICO CHEVALLARD	848 Brickell Plaza 848 Brickell Avenue Miami, FL 33131
CHANTAL D'ACQUARONE	848 Brickell Plaza 848 Brickell Avenue Miami, FL 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

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Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of February, 1995.

Stephen A. Freeman

STATE OF FLORIDA)
:SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 9th day of February, 1995, by STEPHEN A. FREEMAN who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.

NOTARY PUBLIC, State of Florida at Large
NOTARY:

My Commission Expires:

Teresita Bregoin
Notary Public, State of Florida
Commission No. CC 310542
My Commission Expires 9/14/97
Bonded Through Fla. Notary Service & Bonding Co.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TOR International, Inc.

2. The name and address of the Registered agent and office is: Stephen A. Freeman, Freeman Newman & Butterman, 520 Brickell Key Drive, Suite O-305, Miami, FL 33131.

Signature:
Title: Registered Agent and Incorporator
Date: February 9, 1995

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.

Signature:
Date: February 9, 1995

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TALLAHASSEE, FLORIDA

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S. CENCEBAUGH & ASSOC.
960 ARTHUR GODFREY RD., Ste. 401
MIAMI BEACH, FLORIDA 33140
305-674.1646 & 305-532-7131
Fax: 305-673-6764

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96 NOV 14 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 12, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

100002004791--5
-11/14/96--01083--008
*****35.00 *****35.00

RE: TOR International, Inc., dba De Medici

Dear Sirs:

Enclosed are Articles of Amendment to Articles of Incorporation of above, and De Medici check number 1015, payable to the Department of State in the amount of $35.00.

If there are questions or corrections, please feel free to contact Tor International through our office at the phone number and address above.

Thank you very much for your attention to this matter.

Sincerely,

S Cencebaugh

S. Cencebaugh, A.B.A.

Enc

cc: file

Amend

VS NOV 2 2 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 NOV 14 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TOR INTERNATIONAL, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended,added or deleted)*

TO BE ADDED:

ARTICLE X:

EFFECTIVE OCTOBER 27, 1996, THE OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT	CHANTAL D'ACQUARONE
VICE-PRESIDENT/ SECRETARY/ TREASURER	ENRICO CHEVALLARD

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: OCTOBER 27, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approva' by ______________________."
voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 27TH of OCTOBER, 19 96.

Signature ______________________
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ENRICO CHEVALLARD
Typed or printed name

VICE-CHAIRMAN, VICE-PRESIDENT, Director
Title