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CORPORATION(S) NAME

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APIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

BOCCO SHOPS INTERNATIONAL, INC.

We, the undersigned subscribers to these Articles of Comporation, natural persons competent to contract, hereby forms corporation under the Laws of the State of Florida.

NAME OF CORPORATION

The name of the corporation shall be BOCCO SHOPS INTERNATIONAL,

ARTICLE II

The general nature of the business to be transacted by this corporation is to trade and invest in business transactions, including export and import and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have on or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebetness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to

ARTICLE III Cantial Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 500 shares \$1.00 par value

ARTICLE IV Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address in this state of the principal office of this corporation is 6235 S.W. 20th Street, Miramar, FL 33023.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII Directors

This corporation shall have no less than one (1) director initially. The number of directors may be increased or diminised from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII Initial Directors

The name and street addresses of the members of the first Board of Directors ar :

ARTURO BOCCO MONTEMURRO Avenida Montesacro, Residencia "Golden Park" PH-B, Colinas de Bello Monte Caracas, Venezuela

President

Subscribers

The names and Street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

NAME

ADDRESS

SHARES

CONSIDERATION

Arturo Bocco Montemurro

same as above

500

\$500.00

Registered Agent

The initial designation of the registered office of this corporation shall be PH I - 155 South Miami Avenue, Miami, Florid: 33130 and the registered agent shall be EMILIO C. PASTOR, ESQ..

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provision of the Act relative to keeping open said office.

By: You To

ARTICLE XÍ 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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hand and seal this 2002 day of April

ARTURO BOCCO MONTEMURRO

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ARTURO BOCCO MONTEMURRO to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS, my band and official seal in the county and State name above, this ______ day of April, 1995.

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
HILDA RODRIGUEZ
MOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC37M72
MY COMMISSION EXP. IUNE 21,1998