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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ROLI AMERICAN COMPANY, INC.

AUDIT NUMBER.....H96000014394

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION

OF

ROLI AMERICAN COMPANY, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: ROLI AMERICAN COMPANY, INC.

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one 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.

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

THIS INSTRUMENT PREPARED BY:
LEONARDO F. BRITO, P.A.
8005 N.W. 155TH STREET, SUITE B.
MIAMI, FLORIDA 33016
FLORIDA BAR # 0615730
(305) 362.0880

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

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

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than One Hundred (\$100) Dollars.

ARTICLE V

This Corporation is to exist perpetually.

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ARTICLE VI

The initial post office address of the registered agent of this corporation is: 8005 N.W. 155th Street, Suite B, Miami, Florida 33016 and the name of the initial registered agent of this Corporation is LEONARDO F. BRITO, P.A. The address of the corporation is 2401 Collins Avenue, Suite 805, Miami Beach, Florida 33140.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Roberto Sebouhdanian President, Director	Teodoro Garcia 1975 20 B Buenos Aires (1426) Argentina
Lidia Sebouhdanian Secretary, Director	Teodoro Garcia 1975 20 B Buenos Aires (1426) Argentina
Claudia Alejandra Sebouhdanian Treasurer, Director	Teodoro Garcia 1975 20 B Buenos Aires (1426) Argentina
Maria Rosa Sebouhdanian Director	Teodoro Garcia 1975 20 B Buenos Aires (1426) Argentina
Sandra Virginia Sebouhdanian Director	Teodoro Garcia 1975 20 B Buenos Aires (1426) Argentina

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ARTICLE IX - SUBSCRIBERS

The name and post office address of the subscribers of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Roberto Sebouhdanian President, Director	Teodoro Garcia 1975 20 B Buenos Aires (1426) Argentina

ARTICLE V

Indemnification of Officers and Directors

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled. This obligation shall be

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funded by directors and officers liability insurance as is reasonably available wherever possible, which insurance shall be an expense of the Corporation.

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 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, the subscribing stockholders and incorporates have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 11 day of October, 1996.


Roberto Seboudanian

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 11 day of October, 1996, personally appeared Roberto Seboudanian, known to me to be the person who executed the foregoing Articles of Incorporation of ROLI AMERICAN COMPANY, INC. and acknowledged before me that he executed the same for the purposes herein expressed, and who is personally known to me or who has produced Argentinian passport as identification, and did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 11 day of October, 1996.


NOTARY PUBLIC

My Commission Expires:



LEONARDO FRITO
My Commission CG299325
Expires Jun. 29, 1997
Bonded by HAI
800-422-1535

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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 ROLI AMERICAN COMPANY, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LEONARDO F. BRITO, P.A. OF 8005 N.W. 155th STREET, SUITE B, MIAMI, COUNTY OF DADE, STATE OF FLORIDA, 33056, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE: 

Roberto Sebounghian

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

LEONARDO F. BRITO, P.A.

BY: 

LEONARDO F. BRITO, PRESIDENT

DATE: 10/11/96

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