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ARTICLES OF INCORPORATION

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OF

GRUPPO UNO BOCA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is GRUPPO UNO BOCA, INC.

The principal place of business and business address is 1830 Embassy Drive, Townhouse #4, West Palm Beach, FL 33401.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. Investing, advertising and consulting services.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: P. Tim Howard Esq. (FBN #655325) (954) 565 4544  
2787 E. Oakland Park Blvd, Suite 204  
Fort Lauderdale, FL 33306

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ARTICLE FIVE

The street address of the initial registered office of the corporation is 1830 Embassy Drive, Townhouse #4, West Palm Beach, FL 33401 and the name of its registered agent is Elena Scacci.

ARTICLE SIX

The President is Elena Scacci.

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

A) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

B) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

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ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE TEN

The officers of this corporation may consist of a president, vice-president, treasurer, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officer of this corporation shall be Elena Scacci.

ARTICLE ELEVEN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That GRUPPO UNO BOCA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the Town of West Palm Beach, Palm Beach County, State of Florida, has named Elena Scacci, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Elena Scacci  
Registered Agent

STATE OF FLORIDA                    }  
COUNTY OF PALM BEACH            )

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ON THIS 6th day of December, 1996, before me appeared Elena Scacci, to me personally known and who acknowledged the execution of the foregoing instrument as his free act and deed.

SWORN TO AND SUBSCRIBED before me this 6th day of December, 1996.



MICHAEL D. TOWNE  
My Commission CC332443  
Expires Nov. 23, 1997  
Bonded by H&J  
500-422-1005

*Michael D. Towne*  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
PROOF OF IDENTIFICATION:

PERSONALLY KNOWN: ☒

ARTICLE TWELVE

The name and address of the incorporator is:  
Elena Scacci  
1830 Embassy Drive, Townhouse #4  
West Palm Beach, FL 33401.

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*Elena Scacci*  
Elena Scacci

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

BEFORE ME personally appeared Elena Scacci, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of December, 1996.



MICHAEL D. TOWNE  
My Commission CC332443  
Expires Nov. 23, 1997  
Bonded by H&J  
500-422-1005

*Michael D. Towne*  
NOTARY PUBLIC

My Commission Expires:  
Proof of Identification:

Personally Known: ☒

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