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EMPIRE CORPORATE KIT

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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: ZANOTTI AMERICA, INC.

AUDIT NUMBER.....H96000017513

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

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION
OF
ZANOTTI AMERICA, INC.**

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be:

ZANOTTI AMERICA, INC.

**ARTICLE II.
NATURE OF CORPORATE BUSINESS**

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

**ARTICLE III.
CAPITAL STOCK**

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock shall be voting common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each Share of Stock shall be fixed by the Board of Directors.

**ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B.
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

**ARTICLE V.
BOARD OF DIRECTORS**

The number of Directors may be altered from time-to-time by

This Instrument Prepared By:

Alvaro Castillo B., Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 371-5540
Florida Bar No. 611761

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the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI
INITIAL DIRECTORS**

The name and post office address of the initial Director of the Corporation are:

Name	Address
Orazio Flocchetti	770 Ponce De Leon Boulevard Suite 205 Coral Gables, Florida 33134

**ARTICLE VII
INITIAL OFFICERS**

The initial officers shall be elected at the first Board of Directors meeting.

**ARTICLE VIII,
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Orazio Flocchetti	770 Ponce De Leon Boulevard Suite 205 Coral Gables, Florida 33134

**ARTICLE IX,
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

770 Ponce De Leon Boulevard
Suite 205
Coral Gables, Florida 33134

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ARTICLE X.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: 

ORAZIO FIOCCHETTI

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, ORAZIO FIOCCHETTI, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 12th day of December, 1996.


NOTARY PUBLIC

DATE COMMISSION EXPIRES

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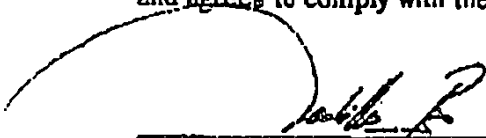
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ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



ALVARO CASTILLO B.
CASTILLO & ASSOCIATES
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

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