

LAW OFFICES  
**JEFFREY EXPOSITO, P. A.**  
CITY NATIONAL BANK BUILDING  
SUITE 527  
300 71ST STREET  
MIAMI BEACH, FLORIDA 33141

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P98000074160

August 20, 1998

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/24/98--01073--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Dafne, S.A., Inc.

Dear Sir or Madame:

Enclosed, please find the articles of incorporation of DAFNE S.A. along with the \$70.00 filing fee and the certificate of good standing.

If you have any questions, please contact the undersigned.

Very truly yours,

Jeffrey Exposito

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH AUG 25 1998

**ARTICLES OF INCORPORATION OF**  
**DAFNE, S.A., Inc.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Laws of the State of Florida.

**ARTICLE ONE - NAME**

The name of the corporation is DAFNE, S.A., Inc.

**ARTICLE TWO - BUSINESS AND PURPOSE**

The corporation is organized for any lawful purpose permitted under the Laws of the State of Florida.

**ARTICLE THREE - ADDRESS OF CORPORATION**

The principal office and the mailing address of the corporation shall be 6979 Collins Avenue, Miami Beach, FL 33141.

**ARTICLE FOUR - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE FIVE - CAPITAL STOCK**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. In the election of directors of this corporation, there

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shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation and the initial registered agent of this corporation shall be: Jeffrey Exposito, Esq., JEFFREY EXPOSITO, P.A. 300 - 71st Street, Suite 527 Miami Beach, Florida 33141.

**ARTICLE SEVEN - BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than one nor more than nine members, the exact number of directors to be fixed from time to time by the stockholders or by the by-laws. The business and the affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any directors from office at any time with or without cause. The initial Director of the Board of Directors of the corporation is Massimiliano Dorenzo 6979 Collins Avenue, Miami Beach, Florida 33141.

**ARTICLE EIGHT - INCORPORATOR**

The name and address of the incorporator making these Articles of Incorporation is Massimiliano Dorenzo 6979 Collins Avenue, Miami Beach, Florida 33141.

#### ***ARTICLE NINE - BY-LAWS***

The power to adopt the by laws of this corporation, to alter, to amend or repeal the by-laws, or to adopt new by-laws shall be vested in the Board of Directors of this corporation, provided however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by the vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by a vote of the stockholders.

The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management and conduct of the business of this corporation, provided the same are not inconsistent or contrary to the laws of the State of Florida or of the United States.

#### ***ARTICLE TEN - AFFILIATED TRANSACTIONS***

In accordance with the provisions of the Florida Statutes Section 607.0901 (5)(a) (1989), the provisions of the General Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

#### ***ARTICLE ELEVEN - AMENDMENT OF ARTICLES OF INCORPORATION***

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1998.


BY: Massimiliano Direnzo  
Massimiliano Direnzo

STATE OF FLORIDA:

COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me an officer authorized to administer oaths and take acknowledgements, personally appeared Massimiliano Direnzo known to me to be the person described in and who executed the foregoing, who acknowledged before me that he executed has same, and an oath was not taken. Said person is personally known to me.

WITNESS my hand and seal this 19th day of August, 1998.

 Janet M Exposito  
My Commission CC702403  
Expires December 15, 2001

[Signature]  
Notary Public  
State of Florida at Large  
My commission expires:

Janet M Exposito  
My Commission CC702403  
Expires December 15, 2001

**ACCEPTANCE BY REGISTERED AGENT**

I, Jeffrey Exposito having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in these Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with all provisions of any laws relating to the complete performance of my duties.

DATED this 19th day of August, 1998.

  
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Jeffrey Exposito

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98 AUG 24 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:  
JEFFREY EXPOSITO, ESQ.  
JEFFREY EXPOSITO, P.A.  
300 - 71st. Street  
SUITE 527  
MIAMI BEACH, FLORIDA 33141  
(305) 867-0300