



ACCOUNT NO. : 072100000032

REFERENCE : 537116 121767A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : January 4, 2000

ORDER TIME : 1:12 PM

ORDER NO. : 537116-005

600003087706--6

CUSTOMER NO: 121767A

CUSTOMER: Ms. Heather Irving  
KARP & GENAUER, P.A.  
KARP & GENAUER, P.A.  
Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: INDUSTRIE FINCUOGHI USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FYI - THIS IS A PERSON'S NAME SO THERE IS NOT A TRANSLATION.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN -4 PM 3:51

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
00 JAN -4 PM 1:45

00 JAN -4 PM 3: 51

**ARTICLES OF INCORPORATION  
OF  
INDUSTRIE FINCUOGHI USA, INC.**

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is **INDUSTRIE FINCUOGHI USA, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 2975 N.W. 77th Avenue, Miami, Florida 33122 and the corporation's mailing address is 2975 N.W. 77th Avenue, Miami, Florida 33122.

**ARTICLE III  
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV  
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is ten thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Fernando Rodriguez-Vila. The street address of the initial registered office of the corporation in the State of Florida is c/o Iberia Tiles, 2975 N.W. 77th Avenue, Miami, FL 33122.

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Alhambra Registered Agents, Inc., c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134.

ARTICLE VIII  
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of January, 2000.

ALHAMBRA REGISTERED AGENTS, INC.

By:   
Martin J. Genauer, Vice President

**ACTION OF INCORPORATOR**  
**OF**  
**INDUSTRIE FINCUOGHI USA, INC.**

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The undersigned, being the sole incorporator of INDUSTRIE FINCUOGHI USA, INC., a Florida corporation (the "Corporation"), does hereby appoint the person listed below to serve as the sole director of the Corporation until his successor has been duly elected and qualified:

DAVIDE RONCAGLIA

IN WITNESS WHEREOF, the undersigned incorporator has executed this Action as of this 3rd day of January, 2000.

ALHAMBRA REGISTERED AGENTS, INC.

By:   
\_\_\_\_\_  
Martin J. Genauer, Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN -4 PM 3: 51

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT**

Industrie Fincuoghi USA, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, at 2975 N.W. 77th Avenue, Miami, FL 33122, has named Fernando Rodriguez-Vila at c/o Iberia Tiles Corporation, 2975 N.W. 77th Avenue, Miami, Florida 33122, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



Fernando Rodriguez-Vila