P96000085399

(Requestor's Number Only)

Mr Costabel 10-15-96

Attilio M. Costabel
Requestor's Name
80 SW 8 street # 2047
Address
Miami, FL 33130
City State ZIP Phone
371-2618

VALIDATION ONLY

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CORPORATION(S) NAME

RAV Equipment U.S.A., Inc.

FILED
96 OCT 16 PM 12: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 15 AM 10: 20
DIVISION OF CORPORATION

(X) Profit
( ) NonProfit
( ) Amendment
( ) Merger
( ) Foreign
( ) Dissolution
( ) Mark
( ) Limited Partnership
( ) Annual Report
( ) Other
( ) Reinstatement
( ) Reservation
( ) Change of Registered Agent
(X) Certified Copy
( ) Photo Copies
(X) Certificate Under Seal
( ) Call When Ready
( ) Call If Problem
( ) After 4:30
(X) Walk In
( ) Will Wait
(X) Pick Up
( ) Mail Out

Name Availability	
Document Examiner	
Updater	TAB 10/16
Verifier	
Acknowledgment	
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RAV EQUIPMENT U.S.A., Inc.

ARTICLE I. NAME

The name of this corporation shall be RAV EQUIPMENT U.S.A., Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of designing, planning, production, processing, installation, maintenance of garage equipment and relevant industrial plants, projects, equipment; of related components; of turn key plants and systems and special equipments; manufacturing, maintenance and operation of chain assembly lines, tire change equipment and control, including industrial engineering; research and development; agency and representation of domestic and foreign companies; import, sale, promotion and distribution of products and services; real estate investments and transactions, whether related or not to the above purposes, and in general of engaging in any lawful act or activity for which corporations may be organized under the laws of the State Of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State Of Florida.

ARTICLE IV. CAPITAL STOCK

A. This corporation shall have the authority to issue 1,000.00 (one thousand) common par value shares of common capital stock.

B. The designations, voting powers, references and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board Of Directors.

2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any, such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of common stock held by them respectively. The Board Of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of

such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State Of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

> "These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be five. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the applicable provisions of the laws of Florida, the Board Of Directors is expressly authorized:

1. To make, alter or repeal the Bylaws of the corporation.

2. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.

3. By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board Of Directors to act at the meeting in the place

of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board Of Directors, or in the Bylaws of the corporation, shall have and may exercise all the powers and authority of the Board Of Directors in the management of the business and affairs of the corporation to the extent permitted by the applicable provisions of the laws of Florida, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the shareholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation; and, unless the resolution of Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

4. When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board Of Directors shall deem expedient and for the best interests of the corporation.

B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than <u>one</u> director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Ing. Silvano Santi, Via 1Maggio n.3, 40044 Pontecchio Marconi, Bologna (Italy).

ARTICLE VIII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

Such action, whether by directors or shareholders, and any shareholder meeting, annual and/or special, may be taken in the U.S.A. or at any other worldwide location, without need for previous approval.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: Suite 2055, 80 S.W. 8th Str., Miami, FL 33130, and the address of this corporation's initial registered office shall be: Suite 2014, 80 S.W. 8th Str., Miami, FL 33130.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Attilio M. Costabel.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Ing. Silvano Santi, Chief Executive Officer, Ravaglioli S.p.A., Via 1Maggio n.3, 40044 Pontecchio Marconi, Bologna (Italy).

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

Ing. Silvano Santi - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of RAV EQUIPMENT U.S.A., Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for RAV EQUIPMENT U.S.A., Inc.

Attilio M. Costabel - Registered Agent

State Of Florida
County Of Dade

On 9-26-96, Ing. Silvano Santi and Attilio M. Costabel, designated above as the individuals who shall serve respectively as this corporation's initial incorporator and registered agent, personally appeared before me and signed and acknowledged signing the foregoing Articles Of Incorporation.

Linda Diaz
Notary Public

Commission Expiration Date:

LINDA DIAZ
MY COMMISSION # CC 373472
EXPIRES: May 18, 1998
Bonded Thru Notary Public Underwriters

(Seal)

State of Florida / County of DADE
The foregoing instrument was acknowledged before me this 9-26 1996 by SANTI SILVANO
Personally Known ☐ OR Produced Identification ☑
Type of I.D. Produced Italian P. #1972965
Linda Diaz (Notary signature)
Printed name & Comm. # LINDA DIAZ