

Division of Corporations

H02000170267

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0383

From:

Account Name : PROSKAUER ROSE LLP
Account Number : 074673001063
Phone : (561) 995-4751
Fax Number : (561) 241-7145

RECEIVED
02 JUL 23 PM 12:20
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

BLUNAUTA USA, INC.

02 JUL 23 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED

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JUL 23 2002 10:13 AM FR PROSKAUER ROSE 561 241 7145 TO 5063#999999080#18 P.01

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. BLUNALTA USA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 7/16/02 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and §17.155, F.S.)
7. c/o Balloon S.P.A., Piazza de Spagna n 35 I-00187
Rome, Italy
(Current mailing address)

8. Anything lawful under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: LexisNexis Document Solutions, Inc.

Office Address: 3953 W.W. Kelley Road

Tallahassee, Florida, 32311
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

LexisNexis Document Solutions, Inc.

(Registered agent's signature)

Lyn Stiley, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box **NOT** acceptable)
Name: _____ Title: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Fabrizio Bruno

Address: I-00100 Rome - Via degli Avignonesi n 32

Rome, Italy

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Stefano De Santis

Address: I-00100 Rome, Via Garibaldi n 39

Rome, Italy

Vice President: _____

Address: _____

Secretary: Stefano De Santis

Address: I-00100 Rome, Via Garibaldi n 39

Rome, Italy

Treasurer: Stefano De Santis

Address: I-00100 Rome, Via Garibaldi n 39

Rome, Italy

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stefano De Santis, President

(Typed or printed name and capacity of person signing application)

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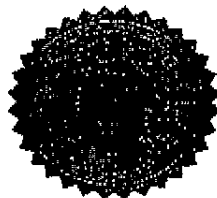
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUNAUTA USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3548349 8300

AUTHENTICATION: 1892982

0204630:

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DATE: 07-19-02