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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Italics Sculptures Co. Ltd  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**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. ITALICA SCULPTURES CO. LTD.

(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

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. March 20, 1990

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Acceptance of Application.

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 201 S. Biscayne Blvd., Suite 1500 (LAD), Miami, FL 33131

(Principal office address)

201 S. Biscayne Blvd., Suite 1500 (LAD), Miami, FL 33131

(Current mailing address)

8. Any and all activity or business permitted under the laws of the United States  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)  
and of the State of Florida.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CORPORATION COMPANY OF MIAMI

Office Address: 201 S. Biscayne Blvd., Suite 1500 (LAD)

Miami

(City)

33131

(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.*



(Registered agent's signature)

Felicia Hickey, Asst. Secretary of COM

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 business addresses of officers and/or directors:

A. DIRECTORS

\*\*PLEASE SEE ATTACHED LIST\*\*

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

\*\*PLEASE SEE ATTACHED LIST\*\*

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. MR. DAVID MURILLO, VP OF SALES

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

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TALLAHASSEE, FLORIDA

NAME	OFFICE(S) HELD	ADDRESS
Antonio Mestre Ferre	President Director	Torre Cataluna Avenida de Roma 2-4 08014 Barcelona, SPAIN
Jorge Mestre Masdeu	Vice President Director	Torre Cataluna Avenida de Roma 2-4 08014 Barcelona, SPAIN
Santiago Twose Roura	Chairman of the Board Director	Torre Cataluna Avenida de Roma 2-4 08014 Barcelona, SPAIN
Oriol Ragull Ramon	Secretary Director	Torre Cataluna Avenida de Roma 2-4 08014 Barcelona, SPAIN
Enrique LaFuente Lopez	Treasurer	21 West Street, No. 9M New York, NY 10006

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# Delaware

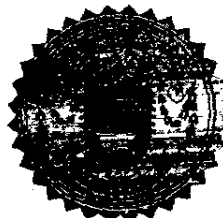
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ITALICA SCULPTURES CO. LTD." 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 TWENTY-SECOND DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ITALICA SCULPTURES CO. LTD." WAS INCORPORATED ON THE TWENTIETH DAY OF MARCH, A.D. 1990.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2432781

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DATE: 05-22-03

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SECRETARY OF STATE

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CERTIFICATE OF INCORPORATION  
OF  
ITALICA SCULPTURES CO. LTD.

FIRST. The name of this corporation shall be:

ITALICA SCULPTURES CO. LTD.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in Wilmington, County of New Castle 19805, and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have the authority to issue is:

Three Thousand (3,000) shares without par value

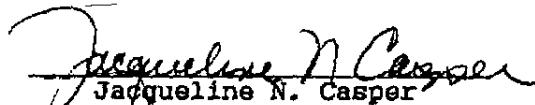
FIFTH. The name and address of the incorporator is as follows:

Jacqueline N. Casper  
Corporation Service Company  
1013 Centre Road  
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twentieth day of March, A.D. 1990.

  
Jacqueline N. Casper  
Incorporator

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STATE OF DELAWARE  
~~SECRETARY~~ STATE P.02  
DIVISION OF CORPORATIONS  
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CERTIFICATE OF CHANGE OF REGISTERED AGENT  
AND  
REGISTERED OFFICE

Italica Sculptures Co. Ltd., a corporation organized and existing under and by virtue of the General Corporation law of the State of Delaware, DOES HEREBY CERTIFY:

The present registered agent of the corporation is Corporation Service Company, and the present registered office of the corporation is in the county of New Castle.

The Board of Directors of Italica Sculptures Co. Ltd. adopted the following resolution on the 30<sup>th</sup> day of January, 2002.

RESOLVED, that the Corporation's registered agent be, and it hereby is, changed from Corporation Service Company, whose address is located at 2711, Centerville Road, Suite 400, in the City of Wilmington, County of New Castle in the State of Delaware, to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF Italica Sculptures Co. Ltd. has caused this statement to be signed by its attorney in fact this 1<sup>st</sup> day of February 2002.

BY:

  
Brian C. Dunning, Esq.

Attorney-in-fact

Hoguet Newman & Regal, LLP

10 East 40<sup>th</sup> Street

New York New York 10016