

F-05000004615

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

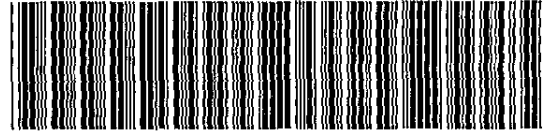
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*[Handwritten signature]*

Office Use Only



000058173170

08/08/05--01004--020 \*\*78.75

FILED  
05 AUG -9 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
05 AUG -8 AM 10:27  
SECRETARY OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

August 8, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER(S)

Poggi Brothers USA, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<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.

FILED  
05 AUG -9 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Poggi Brothers USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. -

(FEI number, if applicable)

4. June 9, 2005

(Date of incorporation)

5. perpetual

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

6. -

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Fox Horan & Camerini LLP 825 Third Avenue 11th Fl, New York, NY 10022

(Principal office address)

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized  
under the corporation laws of the State of Delaware.

(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 NOT acceptable)

Name: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Blvd. Ste. 508

Miami, Florida 33156

(City)

(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)

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**

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

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

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

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

Director: Gianna Colledani

Address: c/o Fox Horan & Camerini LLP

825 Third Avenue, 11th Floor, New York, NY 10022

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

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

**B. OFFICERS**

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

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

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

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

Assistant Secretary: Raul Fratantoni

Address: c/o Fox Horan & Camerini LLP, 825 Third Avenue, 11th Floor, New York, NY 10022

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

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

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

13. \_\_\_\_\_  
(Signature of Director or Officer listed in number 12 of the application)

14. \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

**A. DIRECTORS**

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

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

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

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

Director: Denis Colledani

Address: c/o Fox Horan & Camerini LLP

825 Third Avenue, 11th Floor, New York, NY 10022

Director: Mauro Poggi

Address: c/o Fox Horan & Camerini LLP

825 Third Avenue, 11th Floor, New York NY 10022

**B. OFFICERS**

President: Denis Colledani

Address: c/o Fox Horan & Camerini LLP

825 Third Avenue, 11th Floor, New York, NY 10022

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

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

Secretary: David C. Camerini

Address: c/o Fox Horan & Camerini LLP, 825 Third Avenue, 11th Floor, New York, NY 10022

Treasurer: Denis Colledani

Address: c/o Fox Horan & Camerini LLP, 825 Third Avenue, 11th Floor, New York, NY 10022

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

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. DAVID C. CAMERINI, Secretary

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

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POGGI BROTHERS 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 FOURTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POGGI BROTHERS USA, INC." WAS INCORPORATED ON THE NINTH DAY OF JUNE, A.D. 2005.

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

3982755 8300

AUTHENTICATION: 4070344

050643502

DATE: 08-04-05