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To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

V.F.G. USA, Inc. J/K6

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T. Burch JAN 22 2008

**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. V.F.G. 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. NEW YORK

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

3.

(FEI number, if applicable)

4. 4/19/1983

(Date of incorporation)

5.

PERPETUAL

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

6. N/A

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

7. 11 West 42nd Street, 26th Floor, New York, NY 10035

(Principal office address)

c/o Pavia & Harcourt LLP, 600 Madison Ave., 12th Floor, New York, NY 10022

(Current mailing address)

8. Retail Sales

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

Florida 32301

(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.

Corporation Service Company

By: Melvin Chesser

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Stefano Sassi

Address: 11 West 42nd Street, 26th Floor, New York, NY 10035

Vice Chairman: N/A

Address: _____

Director: Luca Vianello

Address: 11 West 42nd Street, 26th Floor, New York, NY 10035

Director: Graziano De Boni

Address: 11 West 42nd Street, 26th Floor, New York, NY 10035

B. OFFICERS

President: Graziano De Boni

Address: 11 West 42nd Street, 26th Floor, New York, NY 10035

Vice President: Carmin Pappagallo

Address: 11 West 42nd Street, 26th Floor, New York, NY 10035

Secretary: George M. Pavia

Address: 600 Madison Avenue, 12th Floor, New York, NY 10022

Treasurer: Carmin Pappagallo

Address: 11 West 42nd Street, 26th Floor, New York, NY 10035

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. George M. Pavia, Secretary

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

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of V.F.G. USA, INC. was filed on 04/19/1983, under the name of MARZOTTO (U.S.A.) CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment MARZOTTO (U.S.A.) CORPORATION, changing its name to V.F.G. USA, INC., was filed 08/31/2005.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of January
two thousand and eight.*

Daniel Shapiro
Special Deputy Secretary of State

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